

12 July 2021

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

Dear Sir or Madam

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

We refer to the ASX announcement titled 'Compulsory Acquisition of Shares in Devine' issued by CIMIC Group Limited (ASX:CIM) (**CIMIC**) on behalf of CIMIC Residential Investments Pty Ltd (**CRI**), a wholly owned subsidiary of CIMIC, dated 9 July 2021 in relation to CRI'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 third supplementary target's statement dated 12 July 2021 (**Third Supplementary Target's Statement**).

A copy of the Third 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.

Devine shareholders should be aware that they will not be able to sell their Devine shares on-market after 16 July 2021, the date that the directors of Devine expect trading in Devine shares on the ASX to be suspended in accordance with ASX Listing Rule 17.4.

Yours faithfully

James Mackay, Company Secretary  
**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

**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.

# Third Supplementary Target's Statement

This Third 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 Third Supplementary Target's Statement, "**CIMIC**").

**The Directors continue to unanimously recommend that you ACCEPT the Offer made by CRI.**

**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 third supplementary target's statement ("**Third Supplementary Target's Statement**") dated 12 July 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 ("**Bidder's Statement**"), which replaced the original bidder's statement dated 31 May 2021, as supplemented by the Second Supplementary Bidder's Statement dated 29 June 2021, the Third Supplementary Bidder's Statement dated 2 July 2021 and the Fourth Supplementary Bidder's Statement dated 7 July 2021, each of which 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**"), the first supplementary target's statement lodged with ASIC and provided to ASX on 30 June 2021 ("**First Supplementary Target's Statement**") and the second supplementary target's statement lodged with ASIC and provided to ASX on 7 July 2021 ("**Second Supplementary Target's Statement**").

Devine has become aware of a new circumstance that has arisen since each of the Original Target's Statement, the First Supplementary Target's Statement and the Second Supplementary 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 Third Supplementary Target's Statement prevails over the Original Target's Statement, the First Supplementary Target's Statement and the Second Supplementary Target's Statement to the extent of any inconsistency.

### **Defined terms**

Capitalised terms used in this Third 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 Third Supplementary Target's Statement have the same meaning and interpretation as in the Corporations Act.

### **No account of personal circumstances**

This Third 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 Third 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 Third Supplementary Target's Statement.

### **Notice to foreign shareholders**

The release, publication or distribution of this Third 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 Third Supplementary Target's Statement has been prepared solely in accordance with Australian law and the information contained in this Third Supplementary Target's Statement may not be the same as that which would have been disclosed if this Third Supplementary Target's Statement had been prepared in accordance with the laws and regulations outside Australia.

## 1. **CIMIC PROCEEDING TO COMPULSORY ACQUISITION**

On 9 July 2021, CIMIC announced that it will dispatch compulsory acquisition notices and related correspondence to all Non-Associated Devine Shareholders who have not accepted its Offer.

CIMIC has advised that the compulsory acquisition will be on the same terms as the Offer, including the same consideration of \$0.24 in cash for each Devine Share acquired. Section 5.10 of the Original Target's Statement includes a summary of the compulsory acquisition process as it relates to the Offer, including the rights of Non-Associated Devine Shareholders that do not accept the Offer to challenge the compulsory acquisition process (which would require the Court to be satisfied that the consideration does not represent fair value for the Devine Shares).

CIMIC has also advised that Devine Shareholders whose Devine Shares are compulsorily acquired will receive the consideration following the end of the compulsory acquisition process (being approximately 5 to 6 weeks from the date of this Third Supplementary Target's Statement). This is later than the time for payment for those Devine Shareholders who accept the Offer during the Offer Period.

The Directors continue to unanimously recommend that you accept the Offer made by CRI, 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. Given that the Minimum Acceptance Condition has been fulfilled and CIMIC has announced that it intends to compulsorily acquire any Non-Associated Devine Shares not acquired under its Offer, the Directors do not consider that a superior proposal will be forthcoming.

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.

Devine Shareholders should also be aware that they will not be able to sell their Devine Shares on-market after 16 July 2021, the date that the Directors expect trading in Devine Shares on ASX to be suspended in accordance with ASX Listing Rule 17.4.

For further details regarding CIMIC's intentions where it has acquired 90% or more of the Devine Shares at the conclusion of the Offer, including its intention to seek to procure the removal of Devine from the official list of ASX, refer to section 4.2(a) of the Bidder's Statement.

Devine Shareholders should also note that the Offer is due to close at 7.00pm (AEST) on 15 July 2021 unless it is extended or withdrawn by CIMIC in accordance with the Corporations Act.

## 2. **CONSENTS**

As permitted by ASIC Class Order CO 13/521, this Third 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 Third Supplementary Target's Statement.

3. **AUTHORISATION**

This Third Supplementary Target's Statement has been approved by a resolution passed by the Directors on 12 July 2021.

Signed for and on behalf of Devine by:

A handwritten signature in dark ink, appearing to be 'DR', written in a cursive style.

Mr David Robinson  
Chairman

Date: 12 July 2021