

FIRST SUPPLEMENTARY BIDDER'S STATEMENT

In relation to the Offer by

CIMIC RESIDENTIAL INVESTMENTS PTY LTD
ACN 124 839 069

to acquire fully paid ordinary shares in

DEVINE LIMITED
ABN 004 482 982

**Devine independent directors have
unanimously recommended¹ that you**

ACCEPT

CRI's Offer

¹ In the absence of a superior proposal.

**THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE
ATTENTION**

If you are in doubt as to how to deal with this document, you should consult your financial or other professional adviser as soon as possible. For further information, you may also call the CIMIC Offer Information Line on 1300 362 398 (for calls made within Australia) or +612 8355 1004 (for calls made from outside Australia) from Monday to Friday between 9:00am and 5:00pm (AEDT).

FIRST SUPPLEMENTARY BIDDER'S STATEMENT

1. INTRODUCTION

This document is a supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth).

It is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) issued by CIMIC Residential Investments Pty Ltd ACN 124 839 069 (**CRI**) to the bidder's statement dated 12 November 2015 lodged with the ASX, Devine and ASIC on 12 November 2015 (**Original Bidder's Statement**) issued by CRI in connection with its off-market takeover bid for all of the ordinary shares in Devine Limited ABN 004 482 982 (**Devine**) that CRI does not already own.

This First Supplementary Bidder's Statement supplements, and should be read together with, the Original Bidder's Statement. This document will prevail in the event of any inconsistency with the Original Bidder's Statement. Unless the context requires otherwise, defined terms in the Original Bidder's Statement have the same meaning where used in this document.

A copy of this document was lodged with ASIC on and is dated 17 December 2015. Neither ASIC nor any of its officers takes any responsibility for the contents of this document.

2. THE OFFER

2.1 Offers freed from Defeating Conditions

On 10 December 2015, CRI declared the Offers free of all Defeating Conditions by giving notice to Devine in accordance with the Corporations Act.

2.2 Revised consideration announced on 9 December 2015

On 9 December 2015, CIMIC announced that CRI will increase the consideration payable under the Offer (**Revised Offer**) by an additional \$0.06 cash per Devine Share (**additional consideration**) from \$0.75 cash (**consideration**) to \$0.81 cash per Devine Share if during the Offer Period CRI obtains, as a result of on-market acquisitions and/or receipt of valid acceptances under the Offer, a relevant interest in at least 90% of the Devine Shares on issue (**consideration condition**).

The effect of this announcement is that if during the Offer Period CRI obtains, as a result of on-market acquisitions and/or receipt of valid acceptances under the Offer, a relevant interest in at least 90% of all Devine Shares, CRI will pay Devine Shareholders who accept the Offer at any time during the Offer Period a total of \$0.81 cash, for each of their Devine Shares.

If by the end of the Offer Period CRI has not obtained, as a result of on-market acquisitions and/or receipt of valid acceptances under the Offer, a relevant interest in at least 90% of all Devine Shares, the Devine Shareholders who have accepted the Offer will receive only \$0.75 cash for each of their Devine Shares.

Devine's second largest shareholder (**Shareholder**) owns in excess of 15% of all Devine Shares. In order for the consideration condition to be satisfied the Shareholder needs to accept the Offer or otherwise dispose of its Devine Shares to CRI. ASIC yesterday informed CIMIC that the Shareholder has confirmed in writing to ASIC that the Shareholder will not sell its shareholding in Devine for less than \$0.90 per share. In light of the above, CRI now believes that the consideration condition will not be able to be satisfied and accordingly the additional consideration will not be paid.

CRI will pay Devine Shareholders who accept the Offer the consideration by the earlier of one month after its receipt of a valid acceptance and 21 days after the end of the Offer Period.

2.3 Recommendation from the Devine Independent Directors in relation to Revised Offer

On 10 December 2015, Devine lodged its Target's Statement in relation to the Offer with ASIC. In the Target's Statement, the Devine Independent Directors unanimously recommend that Devine Shareholders **ACCEPT** the Revised Offer in the absence of a superior proposal.

In addition, the Target's Statement states that the Independent Directors intend to accept the Revised Offer in respect of Devine Shares which they own or control, subject to the same qualification.

2.4 Bid Implementation Agreement

CRI has entered into a Bid Implementation Agreement (**Implementation Agreement**) with Devine under which the parties have agreed to cooperate in relation to the proposed off-market takeover of Devine. In the Implementation Agreement CRI agreed to vary the Offer as set out in sections 2.1 and 2.2 above and Devine agreed that the Target's Statement would contain the recommendation set out in section 2.3 above. Devine also agreed that during the Offer Period the Devine Group will conduct its business in the ordinary course, in accordance with applicable laws and regulations and in a manner consistent with the way in which such business has been conducted in the past 12 months.

3. APPROVAL OF FIRST SUPPLEMENTARY BIDDER'S STATEMENT

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

DATED 17 December 2015

SIGNED for and on behalf of CIMIC Residential Investments Pty Ltd.



Louise Griffiths
Company Secretary, CRI