

THIS DOCUMENT IS A SUPPLEMENTARY BIDDER'S STATEMENT UNDER SECTION 643 OF THE CORPORATIONS ACT 2001 (CTH). IT IS THE THIRD SUPPLEMENTARY BIDDER'S STATEMENT (**THIRD 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 THIRD SUPPLEMENTARY BIDDER'S STATEMENT SHOULD BE READ TOGETHER WITH 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 THIRD SUPPLEMENTARY BIDDER'S STATEMENT.

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

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

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

2 JULY 2021

ACCEPTANCES LIFT DVN HOLDING TO 81.54%; OFFER CLOSING 15 JULY

CIMIC Group Limited (**CIMIC**), and its wholly owned subsidiary CRI, have now received acceptances under CRI's offer to acquire all of the ordinary shares in Devine that CRI does not already hold (**Offer**) which bring its Relevant Interest in Devine Shares to 81.54%.

Given CRI's position as the majority holder of the Devine Shares on issue, there is unlikely to be an alternative proposal for Devine.

CRI's **LAST AND FINAL** offer is at a price of \$0.24 cash per Devine Share (**Offer Price**) and is open. CRI encourages investors to ACCEPT it as soon as possible.

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.

CRI's Offer remains subject to a "minimum acceptance" condition which will be fulfilled if at the end of the Offer Period, CRI has:

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

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 *Corporations Act 2001* (Cth).

Devine Shareholders should read this document, the Replacement Bidder's Statement and Devine's 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 Third 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

Authorised by the CIMIC Group Continuous Disclosure Committee

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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).