



NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Devine Limited (**Company**) will be held at the Devine Limited Offices, KSD1, Level 1, 485 Kingsford Smith Drive, Hamilton, on **Monday, 30 May 2016 at 11.00am (Brisbane time)**.

AGENDA

1. ORDINARY BUSINESS

1.1 Financial statements and reports

To receive and consider the financial statements and reports of the Directors and the Auditors for the financial year ended 31 December 2015.

1.2 Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution in accordance with section 250R (2) of the Corporations Act:

‘That the Remuneration Report for the financial year ended 31 December 2015 be adopted’.

Note: This resolution will be decided as if it were an ordinary resolution, but under section 250R (3) of the Corporations Act, the vote does not bind the Directors or the Company. Votes must not be cast on this resolution by Key Management Personnel and their closely related parties in contravention of sections 250R or 250BD of the Corporations Act. Restrictions apply to votes cast as proxy unless exceptions apply.

The Directors are included in the group of Key Management Personnel. Accordingly, they abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

1.3 Resolution 2 – Election of Director – Mr George Sassine

To consider and, if thought fit, to pass the following ordinary resolution:

‘That, Mr George Sassine, being eligible, be elected as a Director of the Company’.

Information about the candidate is set out in the Explanatory Notes which accompany this Notice of Annual General Meeting. The Directors recommend that you vote in favour of this resolution.

DATED: 26 April 2016

By Order of the Board



James Mackay
Company Secretary

NOTES

- (a) Subject to the Corporations Act, including sections 250R and 250BD, a member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed proxy form. To be effective the proxy must be received at the share registry of the Company, Computershare Investor Services no later than 11.00am (Brisbane time) Saturday, 28 May 2016.
- (d) If voting by attorney, a proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11.00am (Brisbane time) on Saturday, 28 May 2016.
- (e) A corporation may elect to appoint a corporate representative in accordance with section 250D of the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (f) The Company has determined in accordance with Regulation 7.11.37 of the Corporations Regulations 2001 that for the purpose of voting at the meeting or adjourned meeting, Shares will be taken to be held by those persons recorded in the Company's register of members as at 7.00pm (Brisbane time) on Friday, 27 May 2016.
- (g) If more than one joint holder of Shares is present at the AGM (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.
- (h) If you have any queries on how to cast your votes then call the Company Secretary on (07) 3608 6300 during business hours.

Proxies must be received **before 11.00am (Brisbane time) on Saturday, 28 May 2016** by one of the following methods:

By post: Computershare Investor Services Pty Limited
 GPO Box 242
 Melbourne VIC 3001

By facsimile: In Australia 1800 783 447
 From outside Australia + 61 3 9473 2555

Online: By visiting www.investorvote.com.au and logging in using the control number found on the front of your accompanying proxy form.

Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com.

The Company reserves the right to declare invalid any proxy not received in this manner.

VOTING EXCLUSION STATEMENT

Resolution 1

The Company will disregard votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel or any of their closely related parties, unless:

- (a) **directed proxy** – the person does so as a proxy appointed under and in accordance with the directions on the proxy voting form; or
- (b) **undirected proxy to Chair** – the person is the Chair of the meeting and does so as a proxy appointed under the proxy voting form (or appointed by default), where the proxy voting form does not direct the proxy how to vote on Resolution 1 and expressly authorises the Chair of the meeting to exercise the undirected proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (which includes the Chair of the meeting), and the vote is not cast on behalf of a member of Key Management Personnel or a closely related party of such a member.

The Chair of the meeting intends to vote undirected proxies in favour of Resolution 1.

Further details regarding proxy voting are set out in the proxy form accompanying this Notice of Meeting.

EXPLANATORY NOTES

1. ORDINARY BUSINESS

The Explanatory Notes have been prepared to assist Shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held on Monday, 30 May 2016.

Financial Statements and Reports

The Corporations Act requires that the report of the Directors, the Auditor's report and the financial report be laid before the AGM. In addition, the Company's Constitution provides for such reports and statements to be received and considered at the meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the AGM on such reports or statements however Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

In addition to being given a reasonable opportunity to ask questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:

- (a) the content of the Auditor's Report to be considered at the meeting; or
- (b) the conduct of the audit of the financial report to be considered at the meeting.

Pursuant to section 250PA of the Corporations Act, any written questions must be submitted to the Company Secretary on or before 5.00 pm (Brisbane time) on Monday, 23 May 2016 to:

By post:

The Company Secretary
Devine Limited
PO Box 780
Hamilton Central QLD 4007

By fax or by email:

The Company Secretary
Fax – (07) 3608 6333
Email – james.mackay@devine.com.au

A list of qualifying written questions will be made available at the AGM.

EXPLANATORY NOTES

1.1 Resolution 1 — Adoption of Remuneration Report

The Corporations Act requires that Shareholders be asked to vote on the Remuneration Report. This report can be found in the Annual Report which is available on the Company's website at <http://www.devinegroup.com.au>. It sets out the remuneration policy of the Company and reports on the remuneration arrangements in place for non-executive Directors, Executive Directors and the Group's Senior Executives.

Note that under section 250R (3) of the Corporations Act, the vote by Shareholders **is advisory only and is not binding on the Directors or the Company**. However, if more than 25% of the votes cast on this resolution are against the adoption of the Remuneration Report, the Remuneration Report for the following year must either address any comments received from Shareholders or explain why no action has been taken in response to those comments.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM. As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R (4) of the Corporations Act, make no recommendation regarding this resolution. However the Chair of the meeting intends to vote undirected proxies in favour of Resolution 1.

1.2 Resolution 2 — Election of Director – Mr George Sassine (non-executive Director)

In connection with the resignation of three Directors during the year, the Board appointed Mr George Sassine as non-independent non-executive Director. Under rule 19.2(b) of the Constitution, a Director appointed by the Board holds office until the conclusion of the next AGM following his or her appointment.

In accordance with rule 19.2(b) of the Constitution, Mr George Sassine will retire at the AGM and is standing for election as non-independent non-executive Director.

Mr George Sassine's election as non-independent non-executive Director has been proposed by the Company's major shareholder, CIMIC Group Limited.

Mr George Sassine is Executive General Manager Corporate Advisory and Group Property for CIMIC Group. Mr Sassine has more than 29 years' experience in the property, construction and development industry, including successfully managing multiple commercial and residential projects. During this time he has held a variety of positions within the CIMIC Group, including General Manager Corporate Advisory, and he has taken a leadership position on key projects delivered by CPB Contractors (formerly Leighton Contractors).

Mr Sassine has an honours degree in building from the University of NSW.

If Mr Sassine is not elected as a Director at the AGM, then the prescribed minimum number of Directors under the Corporations Act and the Constitution will not be met.

Directors' Recommendation

The Directors recommend the election of Mr Sassine as a Director.

DEFINITIONS

AGM	means Annual General Meeting.
Annual Report	means the annual report of the Company for the financial year ended 31 December 2015.
ASIC	means Australian Securities and Investments Commission.
ASX	means ASX Limited and the exchange operated by it, being the Australian Securities Exchange.
Auditors	means Ernst & Young.
Board	means the Board of Directors of Devine.
Chairman	means the Chairman of the Company.
Company or Devine	means Devine Limited ACN 010 769 365.
Constitution	means the existing constitution of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means one or more Directors of the Company.
Explanatory Notes	means the explanatory notes attached to this Notice of Meeting.
Key Management Personnel	means those persons having authority and responsibility for planning, directing and controlling the activities of Devine, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means the notice of meeting for the 2016 AGM of the Company and includes the Explanatory Notes.
Remuneration Report	means the section of the Directors' report for the financial year ended 31 December 2015 that is included under section 300A (1) of the Corporations Act.
Shareholder	means a registered shareholder of Devine who is entitled to vote at the AGM.
Shares	means the existing fully paid ordinary shares in the Company.



Devine
GROUP

Devine Limited

ABN 51 010 769 365

Level 1, KSD1,
485 Kingsford Smith Drive,
Hamilton, QLD 4007

PO Box 780,
Hamilton Central, QLD 4007

P (07) 3608 6300

F (07) 3608 6333

devine.com.au

