



**NOTICE OF ANNUAL
GENERAL MEETING**

To: The Shareholders

Notice is hereby given that the 2019 Annual General Meeting of Devine Limited (Company) will be held at the Devine Limited Offices, KSD1, Level 2, 485 Kingsford Smith Drive, Hamilton, on Wednesday, 22 May 2019 at 3.00 pm (AEST) (AGM or Meeting).

AGENDA

1. Annual Financial Report and Directors' and Auditor's Reports

To receive the Annual Financial Report and Reports of the Directors and Auditor for the financial year ended 31 December 2018 (2018 Financial Year).

2. Remuneration Report

To consider and, if thought fit, to pass the following item as a non-binding ordinary resolution:

'That the Remuneration Report for the 2018 Financial Year be adopted'.

3. Re-election of Director — Mr George Sassine

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

'That, Mr George Sassine, who was appointed as a Non-executive Director of the Company on 18 January 2016 and in accordance with clause 19.3(b) of the Company's Constitution, and being eligible, be re-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.

4. Election of Director — Mr John McLeod Campbell

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

'That, Mr John McLeod Campbell, who was appointed as an Executive Director of the Company on 9 July 2018 and in accordance with clause 19.2 of the Company's Constitution, and 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.

5. Conditional Spill Meeting Resolution

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

'That, subject to and conditional on at least 25% of the votes cast on Item 2, being cast against the adoption of the Company's Remuneration Report for the 2018 Financial Year:

- a. an extraordinary general meeting of the Company (Spill Meeting) be held within 90 days of the passing of this resolution;***
- b. all of the non-executive directors in office when the resolution to approve the Directors' Report for the 2018 Financial Year was passed (being Mr David Robinson and Mr George Sassine) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and***
- c. resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to vote at the Spill Meeting.***

The Explanatory Notes and the voting information form part of this Notice of Meeting and should be read in conjunction with it.

By Order of the Board



James Mackay
Company Secretary
Brisbane
18 April 2019

VOTING EXCLUSION STATEMENT AND CHAIRMAN AS PROXY

Items 2 and 5

The Company will disregard any votes cast in favour of Items 2 and 5:

- by or on behalf of a member of the Key Management Personnel (**KMP**) whose remuneration is disclosed in the Remuneration Report or a Closely Related Party of a member of the KMP, regardless of the capacity in which the vote is cast, and
- as a proxy by a member of the KMP at the date of the meeting, or a Closely Related Party of a member of the KMP,

unless the vote is cast as a proxy for a person entitled to vote on Items 2 and 5 in accordance with a direction on the proxy form or by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of the Company's KMP.

If you appoint the Chairman as your proxy, or the Chairman is appointed as your proxy by default, and you do not direct the Chairman how to vote, you will be authorising the Chairman to exercise undirected proxies by signing and returning the proxy form (notwithstanding Item 2 and Item 5 are connected directly or indirectly with the remuneration of the KMP).

The Chairman intends to vote all undirected proxies in favour of all proposed resolutions, other than the resolution in Item 5 (Spill Meeting). The Chairman intends to vote against the resolution in Item 5 (Spill Meeting) if it is put.

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

EXPLANATORY NOTES

The Explanatory Notes have been prepared to assist Shareholders with their consideration of the items to be put to the Annual General Meeting to be held on Wednesday, 22 May 2019.

1. Annual Financial Report and Directors' and Auditor's Reports

The *Corporations Act* requires that the report of the Directors, the Auditor's report and the Annual 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. Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

In addition to Shareholders being given a reasonable opportunity to ask questions about, or make comments on, the management of the Company at the meeting, Shareholders may address questions to the Company's Auditor, Ernst & Young, which are relevant to:

- (a) the independence of the Auditor in relation to the conduct of the audit;
- (b) the preparation and content of the Auditor's Report to be considered at the meeting;
- (c) the conduct of the audit of the Financial Report to be considered at the meeting; or
- (d) the accounting policies adopted by the Company in relation to the preparation of the financial statements.

Pursuant to section 250PA of the *Corporations Act*, Shareholders may also submit written questions to the Company's auditor through Computershare Investor Services quoting "Devine Ltd" on or before **5.00 pm (AEST) on Wednesday, 15 May 2019 to:**

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

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

Responses to the most frequently asked questions will be consolidated and made available at the meeting and posted on the Company's website as soon as practicable after the meeting.

EXPLANATORY NOTES (CONTINUED)

2. Remuneration Report

The *Corporations Act* requires that a listed company put a resolution to shareholders to adopt its Remuneration Report for the relevant financial year. The Company's Remuneration Report for the 2018 Financial Year (2018 Remuneration Report) can be found on pages 15–19 of the Annual Report which is available on the Company's website at <http://www.devinegroup.com.au>. It sets out the remuneration arrangements for the Company's KMP during the 2018 Financial Year.

At the meeting, the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on, the 2018 Remuneration Report. The shareholder vote on this item is advisory only and will not bind the Directors of the Company.

As explained below, the outcome of the vote on Item 2 may have consequences for the Company.

Potential consequences flowing from the outcome of the vote

Last year, the Company received a "strike" – this means that at least 25% of the votes cast on the resolution to adopt the 2017 Remuneration Report were cast against it. The Company received a 25.16% shareholder vote against the Remuneration Report. Under the "two strikes rule", if the Company receives a "second strike" it is required to put a resolution to the meeting to determine whether the Company's non-executive directors (who are in office at the time of the 2018 Remuneration Report was approved) will need to stand for re-election at a special meeting to be held within 90 days of the AGM.

As a result, this notice of meeting includes a "conditional" resolution (Item 5). This resolution will be put forward to the meeting, even if it is passed, it will only become effective if, on the basis of the formal results of the poll, it is evident that the Company has received a second strike in respect of the 2018 Remuneration Report. Further detail is included in the Explanatory Notes to Item 5.

Board recommendation

The Board unanimously recommends that shareholders vote **in favour** of Item 2. The Chairman of the meeting intends to vote all available proxies in favour of the adoption of the 2018 Remuneration Report.

3. Re-election of Director – Mr George Sassine

Mr Sassine has held the position of Director of the Company since 18 January 2016.

Under rule 19.3(b) of the Constitution, a Director may not hold office without re-election beyond the third AGM following the meeting at which the director was last elected or re-elected.

In accordance with rule 19.3(b) of the Constitution, Mr Sassine will retire at the AGM and is standing for re-election as a Non-executive Director.

Mr George Sassine has more than 31 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.

Mr Sassine is currently the Executive General Manager Investments and Group Property for CIMIC Group and a Director of Leighton Properties Pty Limited.

Directors' Recommendation

The Board (excluding Mr Sassine) unanimously recommend that you vote **in favour** of Item 3.

EXPLANATORY NOTES (CONTINUED)

4. Election of Director – Mr John McLeod Campbell

Mr Campbell has held the position of Chief Executive Officer of the Company since 9 July 2018.

In connection with the resignation of a Director, the Board appointed Mr Campbell as an Executive Director on 9 July 2018. 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 Campbell will retire at the AGM and is standing for election as an Executive Director.

Mr John Campbell has more than 27 years' experience in property development and construction, including development of resort, residential and mixed-use projects in Queensland, New South Wales and Victoria, and residential and mixed-use development projects in Asia. Mr Campbell was previously a Project Director at CIMIC Group's Leighton Properties, responsible for delivering the company's residential and mixed-use projects in Queensland. He holds a Bachelor of Applied Science (Quantity Surveying) from Queensland University of Technology.

Directors' Recommendation

The Board (excluding Mr Campbell) unanimously recommends that you vote **in favour** of Item 4.

5. Conditional Spill Meeting Resolution

This is a conditional resolution. Even if it is passed, it will only become effective if, based on the formal results of the poll conducted on Item 2, at least 25% of the votes cast on Item 2 are against the adoption of the 2018 Remuneration Report and, accordingly, the Company has received a "second strike".

If this resolution is passed and becomes effective based upon the results of the poll on Item 2, then it will be necessary for the Board to convene an extraordinary general meeting (**Spill Meeting**) of the Company within 90 days of the AGM in order to re-elect or elect Directors to the Board.

If a Spill Meeting is held, each Director (other than Mr John McLeod Campbell, who is currently the Chief Executive Officer) who:

- held office at the date when the resolution to make the Directors' Report for the 2018 Financial Year was passed; and
- continues in office at the date of the Spill Meeting,

will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting.

Accordingly, even if Mr Sassine is re-elected by shareholders at this year's AGM, he will need to be re-elected at the Spill Meeting to remain in office after the Spill Meeting. Mr Robinson will also cease to hold office if he is not re-elected at the Spill Meeting.

Shareholders should be aware that if this conditional resolution in Item 5 passes, the convening of a Spill Meeting may result in the Company incurring material additional expense in conducting a meeting as well as disruption to its focus on core business operations.

Board Recommendation

The Board unanimously recommends shareholders vote **against** Item 5. The Chairman of the meeting intends to vote all available proxies against the resolution in Item 5.

DEFINITIONS

AGM	means Annual General Meeting.
Annual Report	means the annual report of the Company for the financial year ended 31 December 2018.
ASIC	means Australian Securities and Investments Commission.
ASX	means ASX Limited and the exchange operated by it, being the Australian Securities Exchange.
Auditor	means EY (Ernst & Young).
Board	means the Board of Directors of Devine.
Chairman	means the Chair of the Company.
Closely Related Party	has the meaning given to that expression in the <i>Corporations Act</i> and includes, for example, a spouse, child, dependent and certain other members of a member of the KMP.
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 or KMP	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 2019 AGM of the Company, including the Explanatory Notes.
Remuneration Report	means the section of the Directors' report for the financial year ended 31 December 2018.
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 2, 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
devinegroup.com.au