

Media/ASX and NZX Release

27 June 2017

DOWNER'S STAKE IN SPOTLESS NOW GREATER THAN 50%

REMAINING SPOTLESS SHAREHOLDERS SHOULD ACCEPT DOWNER'S UNCONDITIONAL OFFER

Downer EDI Limited (**Downer**) refers to its unconditional takeover offer (**Offer**) for Spotless Group Holdings Limited (**Spotless**).¹

- **Downer Services announces that, as at 11:15am today, it has a shareholding of 50.3% in Spotless**
- **Downer Services is now Spotless' majority shareholder**
- **Downer encourages remaining Spotless shareholders to accept the Offer promptly and without delay**
- **The Offer Price of \$1.15 cash per Spotless share is at a material premium to trading levels prior to the Offer²**
- **There are minority shareholder risks if you do not accept the Offer**
- **The Offer is unconditional. Spotless shareholders who accept the Offer will be paid within 7 business days of Downer Services receiving a valid acceptance from the shareholder³**

Automatic Offer Extension

As Downer's voting power in Spotless increased to more than 50% within the last seven days of the Offer Period, the Offer Period is automatically extended pursuant to section 624(2) of the *Corporations Act 2001* (Cth) (as modified by ASIC Class Order 13/521) so that the Offer remains open for acceptance until **7:00pm** (Sydney time) on **Tuesday, 11 July 2017** (unless further extended in accordance with the Corporations Act). A formal notice under section 624(2) of the Corporations Act in connection with the automatic extension of the Offer Period is attached as Annexure A.

Accepting the Offer

Full details on how to accept the Offer are contained in section 7.3 of the Bidder's Statement.

For further information regarding the Offer, please refer to the Bidder's Statement which was sent to Spotless shareholders and is available on the ASX. Please call the Offer Information Line on 1300 048 144 (within Australia) or +61 3 9415 4662 (from outside Australia) if you require further information or assistance.

¹ Downer's takeover offer through wholly-owned subsidiary Downer EDI Services Pty Ltd (**Downer Services**) for all of the issued shares in Spotless Group Holdings Limited that it does not already own, announced on 21 March 2017.

² Offer Price represents a premium of 59% to the closing price of Spotless shares of \$0.725 on 20 March 2017, being the last trading day before the announcement of the Offer. Source: IRESS.

³ In accordance with the terms of the Offer.

About Downer

Downer EDI Limited ("**Downer**") is a leading provider of services to customers in markets including: Transport Services; Rail; Mining; Utilities Services; Technology and Communications Services; and Engineering, Construction & Maintenance. We build strong relationships of trust with our customers, truly understanding and predicting their needs and bringing them world leading insights and solutions. Downer employs about 19,000 people across more than 200 sites and projects, mostly in Australia and New Zealand, but also in the Asia-Pacific region, South America and Southern Africa. For more on Downer, visit: www.downergroup.com.

For further information please contact:

Michael Sharp, Group Head of Corporate Affairs and Investor Relations

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ANNEXURE A

NOTICE BY DOWNER EDI SERVICES PTY LIMITED

UNDER SECTION 624(2) OF THE *CORPORATIONS ACT 2001* (CTH)

TO: Spotless Group Holdings Limited
ACN 154 229 562

In accordance with ASIC Class Order CO13/521, to those persons shown as holders of Spotless Shares in the register of members of Spotless as at 24 June 2017 who have not yet accepted the Offer for Spotless Shares

This notice is given by Downer EDI Services Pty Limited (**Downer Services**) in respect of the offers dated 12 April 2017 made by Downer Services in relation to its off-market takeover bid to acquire all of the ordinary shares in Spotless Group Holdings Limited ACN 154 229 562 (**Spotless**) that it does not already own (**Offers**).

In this notice, all references to the Bidder's Statement are references to the replacement bidder's statement dated 10 April 2017 (which replaced the bidder's statement dated 21 March 2017), as supplemented by the second supplementary bidder's statement dated 3 May 2017, the third supplementary bidder's statement dated 19 June 2017 and the notices of extension dated 22 May 2017 and 2 June 2017. Terms defined in the Bidder's Statement have the same meaning when used in this notice unless the context requires otherwise.

Downer Services gives notice under section 624(2) of the *Corporations Act 2001* (Cth) (the **Corporations Act**) (as modified by ASIC Class Order CO13/521) that its voting power in Spotless increased to more than 50% on 27 June 2017.

As a result, the Offer Period is automatically extended by 14 days pursuant to section 624(2) of the Corporations Act (as modified by ASIC Class Order CO13/521). The Offer Period will now remain open for acceptance until 7:00 pm (Sydney time) on 11 July 2017 (unless further extended under the Corporations Act).

Dated 27 June 2017

Signed on behalf of Downer EDI Services Pty Ltd:



Peter Tompkins
Director