

## Media/ASX and NZX Release

29 August 2017

### **DOWNER'S OFFER FOR SPOTLESS NOW CLOSED DOWNER HAS A CONTROLLING INTEREST OF 87.8% IN SPOTLESS**

Downer EDI Limited (**Downer**) refers to its recommended unconditional takeover offer (**Offer**) for Spotless Group Holdings Limited (**Spotless**).<sup>1</sup>

The Offer was scheduled to close at 7:00pm on Monday, 28 August 2017, with no further extension to the Offer Period unless by that time Downer's relevant interest in Spotless shares had increased to more than 90%, meaning it was able to proceed with compulsory acquisition.<sup>2</sup>

As at 7:00pm on 28 August 2017, Downer had a relevant interest in 87.8% of Spotless shares on issue.

Accordingly, Downer confirms that its Offer for Spotless was not extended and has now closed.

#### **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](http://www.downergroup.com).

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<sup>1</sup> 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.

<sup>2</sup> Refer to Downer's announcement dated 24 August 2017. Further extension of the Offer was subject to Downer acquiring a shareholding of at least 90% in Spotless and therefore being able to proceed to compulsory acquisition.