

**NOTICE OF**  
**ANNUAL**  
**GENERAL**  
**MEETING**  
**2017**

**Spotless Group Holdings Limited**  
**ABN 27 154 229 562**

Notice is given that the Annual General Meeting of Spotless Group Holdings Limited (the **Company**) will be held at the Melbourne Town Hall, 90-120 Swanston Street, Melbourne, Victoria on Wednesday, 29 November 2017, at 2.00 pm.



## ITEMS OF BUSINESS

### ORDINARY BUSINESS

#### 1. FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2017.

#### 2. ELECTION OF DIRECTORS

To consider and, if thought fit, pass the following resolutions

- (a) "That Mr Simon McKeon AO, a Director appointed by the Board since the last Annual General Meeting of the Company, who retires in accordance with rule 6.1(e) of the Company's Constitution, being eligible and offering himself for election, is elected as a Director."
- (b) "That Professor John Humphrey, a Director appointed by the Board since the last Annual General Meeting of the Company, who retires in accordance with rule 6.1(e) of the Company's Constitution, being eligible and offering himself for election, is elected as a Director."
- (c) "That Mr Philip Garling, a Director appointed by the Board since the last Annual General Meeting of the Company, who retires in accordance with rule 6.1(e) of the Company's Constitution, being eligible and offering himself for election, is elected as a Director."
- (d) "That Mr Grant Thorne, a Director appointed by the Board since the last Annual General Meeting of the Company, who retires in accordance with rule 6.1(e) of the Company's Constitution, being eligible and offering himself for election, is elected as a Director."
- (e) "That Mr Michael Ferguson, a Director appointed by the Board since the last Annual General Meeting of the Company, who retires in accordance with rule 6.1(e) of the Company's Constitution, being eligible and offering himself for election, is elected as a Director."

Details of the Directors seeking election are set out in the Explanatory Notes to this Notice of Meeting.

Each election will be open for discussion as a separate item of business and voted on as a separate ordinary resolution.

#### 3. APPOINTMENT OF AUDITOR

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

"That KPMG be appointed as auditor of the Company from the close of this Annual General Meeting."

#### 4. ADOPTION OF REMUNERATION REPORT

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

"To adopt the Remuneration Report for the year ended 30 June 2017."

The Remuneration Report is set out in the 2017 Annual Report.

The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution.

**By order of the Board**



**Paul Morris**  
Company Secretary

Dated 30 October 2017

# IMPORTANT NOTES

## ENTITLEMENT TO VOTE

The Board has determined that, for the purposes of the meeting, a person will be recognised as a member and the holder of shares if that person is registered as a holder of shares at 7.00pm (Melbourne time) on Monday, 27 November 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## HOW TO VOTE

Shareholders may vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions electronically, in person, by post or by facsimile.

## VOTING IN PERSON (OR BY ATTORNEY)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. In the case of persons attending the meeting as an attorney of a shareholder, the original power of attorney appointing the person as the shareholder's attorney (or a certified copy of the power of attorney) must be received by the Company in the same manner and by the same time outlined for proxy forms below.

If your shares are held jointly, please note that if you and another joint holder both wish to vote at the meeting, only the vote of the holder named first in the register will be accepted, to the exclusion of the other holder(s).

## VOTING BY A CORPORATION

A shareholder or proxy that is a corporation may appoint a body corporate representative to attend and vote for the shareholder or proxy at the meeting. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001* (Cth) (**Corporations Act**). The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless it has been previously provided to the Company's Share Registry.

## VOTING BY PROXY

A shareholder entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote instead of the shareholder. A proxy form is included with this Notice of Meeting and an additional proxy form (if two proxies are to be appointed) can be obtained from the Company's Share Registry. A proxy need not be a shareholder of the Company.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights on a poll. If the appointment does not specify the proportion or number of votes, each proxy may exercise half of the votes (any fraction of votes will be disregarded). Neither proxy is entitled to vote on a show of hands if more than one proxy attends.

If you appoint a proxy, the Company encourages you to consider directing them how to vote by marking the appropriate box on the proxy form for each of the proposed resolutions. If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the meeting or they choose to not vote, then, on a poll, the Chairman of the meeting will vote your proxies as directed by you.

If you appoint the Chairman of the meeting as your proxy (or the Chairman becomes your proxy by default) and you do not direct your proxy how to vote on a resolution, you will be expressly authorising the Chairman to vote as he decides on the relevant resolution. This includes resolution 4 even though the resolution is connected with the remuneration of members of the Company's Key Management Personnel. Where the Chairman of the meeting is not directed how to vote, he intends to vote, as your proxy, in favour of each of the proposed resolutions (where permissible).

If you do not want the Chairman of the meeting to vote as your proxy in favour of any resolution, you need to direct your proxy to vote against, or to abstain from voting on, the relevant resolution by marking the appropriate box on the proxy form.

If you appoint a Director (other than the Chairman of the meeting) or another member of the Key Management Personnel (or a Closely Related Party of any such Director or member) as your proxy, you should direct them how to vote on resolution 4 by marking the appropriate box. If you do not do so, your proxy will not be able to vote on your behalf on resolution 4.

**Key Management Personnel** of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Remuneration Report identifies the Key Management Personnel for the financial year ended 30 June 2017.

**Closely Related Party**, in relation to a member of the Key Management Personnel, means the member's spouse, child or dependent (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence, or be influenced by, the member in the member's dealings with the Company and/or the Spotless Group, and any company that the member controls.

The proxy form (and the power of attorney or other authority, if any, under which a proxy form is signed, or a certified copy of the power or other authority) must be completed and returned no later than 2.00pm (Melbourne time) on Monday, 27 November 2017.

Proxies (and, if applicable, powers of attorney or other authorities) may be returned:

### **Online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)**

Choose Spotless Group Holdings Limited from the drop down menu, enter the holding details as shown on the proxy form, and follow the instructions provided to appoint a proxy.

### **By mail**

Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

### **By hand\***

Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000

\*During business hours (Monday to Friday, 9:00 am – 5:00 pm)

### **By facsimile**

+61 2 9287 0309

Any proxy form received after that time will not be valid for the scheduled meeting.

The proxy form must be signed by the shareholder or the shareholder's attorney or, if the shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation. Where two or more persons are registered as a member, each person must sign.

## EXPLANATORY NOTES TO SHAREHOLDERS

These Explanatory Notes accompany and form part of the Notice of Meeting.

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### RESOLUTION 1 — FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

The Corporations Act requires the Financial Report (which includes financial statements, notes to the financial statements and directors' declaration), the Directors' Report and the Auditor's Report for the year ended 30 June 2017 to be laid before the Annual General Meeting. A copy of the 2017 Annual Report (which includes the Financial Report, Directors' Report and Auditor's Report) is available from the Company's website at [www.spotless.com](http://www.spotless.com). A printed copy of the 2017 Annual Report has been sent to those shareholders who have elected to receive a printed copy. To receive a printed copy of the 2017 Annual Report, free of charge, please contact the Company's Share Registry on 1300 554 474.

There is no requirement for a formal resolution on this matter. Accordingly, there will be no formal resolution on this matter put to the meeting.

Shareholders will be given a reasonable opportunity at the meeting to raise questions about, and to make comments on, the 2017 Annual Report and the business, operations and management of the Company during discussion on this item.

Shareholders will also be given a reasonable opportunity to ask a representative of Ernst & Young, the auditor of the Company's Financial Report for the year ended 30 June 2017, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

The Chairman of the meeting will also allow a reasonable opportunity for the auditor or their representative to answer written questions submitted to the auditor under section 250PA of the Corporations Act. Please note that all written questions to the auditor must be received by no later than Wednesday, 22 November 2017.

## RESOLUTION 2 — ELECTION OF DIRECTORS

In accordance with rule 6.1(e) of the Company's Constitution, Mr Simon McKeon AO, Professor John Humphrey, Mr Philip Garling, Mr Grant Thorne and Mr Michael Ferguson will retire from the Board and, being eligible, offer themselves for election as Directors.

Profiles of the candidates for election as Directors are set out below.

### **Simon McKeon AO**

Simon was appointed a Non-Executive Director in December 2016. He is also Chairman of the People and Remuneration Committee.

He is currently Chancellor of Monash University, was Australian of the Year in 2011 and was made an Officer of the Australia in 2012 for distinguished services to business, commerce and the community. Simon has extensive experience in senior leadership and Board roles across a broad range of industries and sectors; this includes having served as Executive Chairman of Macquarie Group Melbourne as well as Chairman of AMP, CSIRO and MYOB and as the Founding President of the Australian Takeovers Panel.

During his over 30 years at Macquarie Group, Simon specialised in corporate mergers and acquisitions, fund raising and strategic advice. He continues to be retained as a consultant by Macquarie Group. Prior to joining Macquarie Group, he practiced as a lawyer with Blake Dawson Waldron in Sydney.

Simon is an active philanthropist and has been a significant contributor over many years to charitable, educational, public health and other community based organisations and causes.

Simon is presently Chairman of the Group of Eight's Industry and Innovation Board, Summer Housing and President of the Review Panel of the Banking and Finance Oath. He is an Australia Day Ambassador for the Victorian Government and serves on its Science, Medical Research and Technology Panel. He is on the Advisory Boards of The Big Issue and Blackmagic Design.

### **Professor John Humphrey**

John was appointed a Non-Executive Director in July 2017 and was appointed Chairman in August 2017. He is also Chairman of the Nomination Committee.

He served as independent Non-Executive Director at Downer EDI Limited between 2001 and 2016. He is currently the Executive Dean of the Faculty of Law at Queensland University of Technology and a Legal Consultant to King & Wood Mallesons. John is currently the Chairman of both Horizon Oil Limited and Auswide Bank Limited. He is also a former member of the Australian Takeovers Panel.

### **Mr Philip Garling**

Philip was appointed a Non-Executive Director in July 2017.

He has over 35 years' experience in the infrastructure, construction, development and investment sectors. He was most recently the Global Head of Infrastructure at AMP Capital Investors, which is a role he held for nine years. Prior to this, Philip was CEO of Tenix Infrastructure and a long-term senior executive at the Lend Lease Group, including five years as CEO of Lend Lease Capital Services. Philip has been a Non-Executive Director of Downer EDI Limited since 2011.

## **Mr Grant Thorne**

Grant was appointed a Non-Executive Director in July 2017. He is also Chairman of the Audit, Business Risk and Compliance Committee.

He has more than 36 years in the mining and extractive industry with Rio Tinto, serving in senior operational and executive roles both in Australia and internationally. He is a former Managing Director Coal and Allied Industries, and former Director of JK Tech, Queensland Energy Resources Limited and the Wesley Research Institute. Grant has been a Non-Executive Director of Downer EDI Limited since 2010.

## **Mr Michael Ferguson**

Michael was appointed a Non-Executive Director in July 2017.

He is the Chief Financial Officer at Downer EDI Limited and leads its financial reporting, tax, treasury, shared service, IT, M&A and risk management activities. Michael has held a range of senior finance positions in a career spanning 25 years. He was previously VP Finance for ASX listed explosives group Dyno Nobel and more recently held a number of portfolio CFO positions for a large private equity fund.



## RESOLUTION 3 — APPOINTMENT OF AUDITOR

Ernst & Young will retire as auditor of the Company at the Annual General Meeting in accordance with section 327H of the Corporations Act.

In accordance with section 328B of the Corporations Act, Downer EDI Limited, as a shareholder of the Company, has nominated KPMG for appointment as auditor of the Company. A copy of the notice of nomination is attached as Annexure A to this Notice of Meeting.

The Corporations Act requires the Company to obtain the approval of shareholders for the appointment of KPMG as the new auditor of the Company.

KPMG has consented to the appointment which will become effective from the close of the meeting.

The Board recommends shareholders vote in favour of the appointment of KPMG as the auditor of the Company.

## RESOLUTION 4 — REMUNERATION REPORT (NON-BINDING ADVISORY VOTE)

Shareholders are asked to adopt, by way of an ordinary resolution, the Company's Remuneration Report for the year ended 30 June 2017. The Remuneration Report is set out in the Directors' Report of the 2017 Annual Report and is also available on the Company's website at [www.spotless.com](http://www.spotless.com).

The Corporations Act requires that shareholders consider a resolution that the Remuneration Report be adopted. The vote on this item is advisory only and will not bind the Directors or the Company. However, the Board will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

### Voting exclusion statement

A voting exclusion applies to resolution 4.

A vote must not be cast (in any capacity) on resolution 4 by or on behalf of a member of the Company's Key Management Personnel or a Closely Related Party of any member of the Key Management Personnel.

However, a vote may be cast on resolution 4 by Key Management Personnel as a proxy, or a Key Management Personnel's Closely Related Party as a proxy, if the vote is not cast on behalf of the Key Management Personnel or the Closely Related Party and:

- the proxy appointment specifies how the proxy is to vote on resolution 4; or
- the proxy is the Chairman of the meeting, and:
  - the appointment does not specify the way the proxy is to vote on resolution 4; and
  - the appointment expressly authorises the Chairman to exercise the proxy even if resolution 4 is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

If you appoint the Chairman of the meeting as your proxy, and you do not direct your proxy how to vote on resolution 4 on the proxy form, you will be expressly authorising the Chairman of the meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chairman of the meeting intends to vote undirected proxies in favour of resolution 4.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this resolution.



Downer EDI Limited  
ABN 97 003 872 848

Triniti Business Campus  
39 Delhi Road  
North Ryde NSW 2113

1800 DOWNER  
[www.downergroup.com](http://www.downergroup.com)

24 October 2017

The Directors  
Spotless Group Holdings Limited  
549 St Kilda Road  
Melbourne, Victoria 3004

**Nomination of KPMG as auditor of Spotless Group Holdings Limited**

Downer EDI Limited ABN 97 003 872 848, being a member of Spotless Group Holdings Limited ABN 27 154 229 562 (**Spotless**), pursuant to section 328B of the Corporations Act 2001 nominate KPMG as auditor of Spotless at its next Annual General Meeting.

Yours faithfully

A handwritten signature in black ink, appearing to be "Peter Tompkins". The signature is fluid and cursive, with a large initial "P" and a long, sweeping underline.

Peter Tompkins  
Group General Counsel & Company Secretary  
For and on behalf of Downer EDI Limited





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