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29 May 2017

**BY ELECTRONIC LODGEMENT**

Mr Paul Morris  
General Counsel and Company Secretary  
Spotless Group Holdings Limited  
549 St Kilda Rd  
Melbourne, VIC 3004  
c/o Mr Craig Semple and Mr Nirangjan Nagarajah  
Gilbert + Tobin

The Manager  
Company Announcements  
ASX Limited  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**Notice of change of relevant interests of substantial holder and change of interests under Institutional Acceptance Facility**

We act for Downer EDI Services Pty Limited (**Downer Services**), a wholly owned subsidiary of Downer EDI Limited (ASX:DOW) in relation to its off-market takeover offer for all of the ordinary shares in Spotless Group Holdings Limited (ACN 154 229 562) (**Spotless**) that it does not already own (the **Offer**) on the terms set out in the bidder's statement dated 21 March 2017, as replaced by the replacement bidder's statement dated 10 April 2017 and supplemented by the second supplementary bidder's statement dated 3 May 2017 and the notice of extension dated 22 May 2017 (the **Bidder's Statement**).

We refer to the institutional acceptance facility (the **Facility**) established by Downer Services on the terms set out in section 7 of the second supplementary bidder's statement dated 3 May 2017 (the **Second Supplementary Bidder's Statement**).

Since Downer Services' notice of change of relevant interests of substantial holder and change of interest under Institutional Acceptance Facility dated 24 May 2017, the aggregate (after deducting any withdrawals of acceptances or acceptance instructions) of:

- (a) the number of Spotless shares in respect of which Downer Services has received acceptance instructions under the Facility as at 7:30pm (Sydney time) yesterday (in the form of acceptance forms and/or directions to custodians to accept the Offer); and
  - (b) the number of Spotless shares in which Downer Services has a relevant interest,
- has changed from 17.217% to 18.796% of Spotless shares on issue.

The following table shows separately and in aggregate the change in those two categories:

	No. Spotless Shares		% Spotless Shares	
	Previous notice	Current notice	Previous notice	Current notice
<i>Shares subject to the Facility</i>	967,273	0	0.088%	0%
<i>Relevant Interest</i>	188,142,225	206,459,341	17.129%	18.796%
<b>Total</b>	<b>189,109,498</b>	<b>206,459,341</b>	<b>17.217%</b>	<b>18.796%</b>

Note: Downer Services entered into a cash-settled equity swap with UBS AG Australia Branch, which as at the date of this notice, relates to a notional 54,804,679 Spotless Shares (equivalent to approximately 4.99% of the Spotless Shares currently on issue). Key terms of the cash-settled equity swap are described in the Notice of Initial substantial holder lodged by Downer on 21 March 2017. The cash-settled equity swap does not give Downer Services or any Downer Group Company any relevant interest in the Spotless Shares.

Downer Services therefore has an interest equivalent to 23.786% in the issued share capital of Spotless, comprising its relevant interest and a further economic interest in 4.99% pursuant to the cash-settled equity swap.

Shares which are the subject of the Facility do not at this stage constitute formal acceptances of the Offer and may be withdrawn at any time prior to certain preconditions being met. Such preconditions require the Facility operator to receive confirmation from Downer Services that it has declared the Offer to be free of all Defeating Conditions (as defined in the Bidder's Statement) or that it will declare the Offer free of all Defeating Conditions not later than the time that all facility acceptances are processed (**Confirmation**). Accordingly, the Spotless shares in which Downer Services has relevant interests (as set out in the table above) do not include the Spotless shares which are the subject of the Facility. As soon as possible after (and not before) Downer Services provides the Confirmation to the Facility operator, the Facility operator must release the facility acceptances.

Further details regarding the Facility, including all relevant terms and the arrangements Downer Services has entered into to enable the operation of the Facility can be found in section 7 of the Second Supplementary Bidder's Statement.

We enclose an ASIC Form 604 (Notice of change of interests of substantial holder) in relation to the change in relevant interests held by Downer Services as a result of acceptances of the Offer.

Yours faithfully



**Ashurst Australia**

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Spotless Group Holdings Limited

ACN/ARSN ACN 154 229 562

### 1. Details of substantial holder (1)

Name Downer EDI Limited (Downer) and each of the entities set out in Annexure A

ACN/ARSN (if applicable) ACN 003 872 848

This notice is given by Downer on behalf of itself, Downer EDI Services Pty Ltd ACN 137 732 042 (**Downer Services**) and each of the entities set out in **Annexure A** (each a **Downer Group Company** and together, the **Downer Group**).

There was a change in the interests of the substantial holder on

26 / 05 / 2017

The previous notice was given to the company on

24 / 05 / 2017

The previous notice was dated

24 / 05 / 2017

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (Shares)	188,142,225	17.129%	206,459,341	18.796%

Note: Downer Services entered into a cash-settled equity swap with UBS AG Australia Branch, which as at the date of this notice, relates to a notional 54,804,679 Shares (equivalent to approximately 4.99% of the Shares currently on issue). Key terms of the cash-settled equity swap are described in the Notice of Initial substantial holder lodged by Downer on 21 March 2017. The cash-settled equity swap does not give Downer Services or any Downer Group Company any relevant interest in the Shares.

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
26 / 05 / 2017	Downer Services, Downer and each Downer Group Company	Acquisition of relevant interest in Shares pursuant to contracts arising as a result of acceptances of the takeover offer made by Downer Services to acquire Shares (the Offer) as set out in the Replacement Bidder's Statement dated 10/04/2017.	\$1.15 per Share	18,317,116 Shares	18,317,116

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Downer Services	Downer Services	Not applicable	Downer Services has a relevant interest under s608(1) of the Corporations Act 2001 (Cth) ( <b>Corporations Act</b> ) as registered holder of the Shares.	164,743,526 Shares	164,743,526
Downer	Downer Services	Not applicable	Downer has a relevant interest under s608(3)(b) of the Corporations Act by reason of having control of Downer Services.	164,743,526 Shares	164,743,526

Each Downer Group Company (see Annexure A)	Downer Services	Not applicable	Each Downer Group Company has a relevant interest in the Shares by virtue of s 608(3)(a) of the Corporations Act, by reason of having voting power (through the relevant interests of its associate, Downer) above 20% in Downer Services.	164,743,526 Shares	164,743,526
Downer Services	Various offerees who have accepted the Offer referred to in paragraph 3.	Downer Services (subject to the contracts referred to in paragraph 3).	Downer Services has a relevant interest in Shares under ss 608(1)(c) and 608(8) of the Corporations Act as a result of acceptances of the Offer.	41,715,815 Shares	41,715,815
Downer			Downer has a relevant interest under s608(3)(b) of the Corporations Act by reason of having control of Downer Services.	41,715,815 Shares	41,715,815
Each Downer Group Company (see Annexure A)			Each Downer Group Company has a relevant interest in the Shares by virtue of s 608(3)(a) of the Corporations Act, by reason of having voting power (through the relevant interests of its associate, Downer) above 20% in Downer Services.	41,715,815 Shares	41,715,815

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

#### 6. Addresses

The addresses of persons named in this form are as follows:

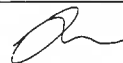
Name	Address
Downer, Downer Services and each Downer Group Company	'Trinity III Trinity Business Campus' Level 2 39 Delhi Road, North Ryde NSW 2113

### Signature

print name Peter John Tompkins

capacity Company Secretary

sign here



date 29/05 /2017

#### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**ANNEXURE A**  
**DETAILS OF SUBSTANTIAL HOLDERS**

This is Annexure "A" of 2 pages referred to in the Form 604 Notice of Change of Interests of Substantial Holder signed by me and dated 29 May 2017

Signed: 

Name (printed): Peter Tompkins Capacity: Company Secretary

**DOWNER GROUP COMPANIES:**

**Australia**

AGIS Group Pty Ltd  
ASPIC Infrastructure Pty Ltd  
Dean Adams Consulting Pty Ltd  
Downer Australia Pty Ltd  
Downer EDI Associated Investments Pty Ltd  
Downer EDI Engineering Company Pty Limited  
Downer EDI Engineering CWH Pty Limited  
Downer EDI Engineering Electrical Pty Ltd  
Downer EDI Engineering Group Pty Limited  
Downer EDI Engineering Holdings Pty Ltd  
Downer EDI Engineering Power Pty Ltd  
Downer EDI Engineering Pty Limited  
Downer EDI Engineering Transmission Pty Ltd (ii)  
Downer EDI Limited Tax Deferred Employee Share Plan  
Downer EDI Mining Pty Ltd  
Downer EDI Mining-Blasting Services Pty Ltd  
Downer EDI Mining-Minerals Exploration Pty Ltd  
Downer EDI Rail Pty Ltd  
Downer EDI Works Pty Ltd  
Downer Energy Systems Pty Limited  
Downer Group Finance Pty Limited  
Downer Holdings Pty Limited  
Downer Mining Regional NSW Pty Ltd  
Downer PPP Investments Pty Ltd  
Downer Utilities Australia Pty Ltd  
Downer Utilities Holdings Australia Pty Ltd  
Downer Utilities Networks Pty Ltd  
Downer Utilities New Zealand Pty Ltd  
Downer Utilities Projects Pty Ltd  
Downer Utilities SDR Australia Pty Ltd  
Downer Utilities SDR Pty Ltd  
Downer Victoria PPP Maintenance Pty Ltd  
EDI Rail PPP Maintenance Pty Ltd  
EDICO Pty Ltd  
Emoleum Partnership  
Emoleum Road Services Pty Ltd  
Emoleum Roads Group Pty Ltd  
Emoleum Services Pty Limited  
Evans Deakin Industries Pty Ltd  
Faxgroove Pty. Limited (ii)  
ITS Pipetech Pty Limited  
Locomotive Demand Power Pty Ltd  
Lowan (Management) Pty. Ltd.  
LNK Group Pty Ltd  
Maclab Services Pty Limited  
Mineral Technologies (Holdings) Pty Ltd  
Mineral Technologies Pty Ltd  
New South Wales Spray Seal Pty Ltd  
Otraco International Pty Ltd  
Otracom Pty Ltd  
Primary Producers Improvers Pty. Ltd.  
QCC Resources Pty Ltd  
Rail Services Victoria Pty Ltd  
REJV Services Pty Ltd  
Reussi Pty Ltd (ii)  
Roche Bros. Superannuation Pty. Ltd.  
Roche Services Pty Ltd  
RPC Roads Pty Ltd  
RPQ Asphalt Pty Ltd  
RPQ North Coast Pty Ltd  
RPQ Pty Ltd  
RPQ Services Pty Ltd  
RPQ Spray Seal Pty Ltd  
SACH Infrastructure Pty Ltd

Snowden Holdings Pty Ltd  
Snowden Mining Industry Consultants Pty Ltd  
Snowden Technologies Pty Ltd  
Southern Asphalters Pty Ltd  
Trico Asphalt Pty Ltd  
VEC Civil Engineering Pty Ltd  
VEC Plant and Equipment Pty Ltd

**New Zealand and Pacific**

A F Downer Memorial Scholarship Trust  
Hawkins 2017 Limited  
Hawkins Projects 1 Limited  
DGL Investments Limited  
Downer Construction (Fiji) Limited  
Downer Construction (New Zealand) Limited  
Downer Construction PNG Limited  
Downer EDI Engineering PNG Limited  
Downer EDI Engineering Power Limited  
Downer EDI Mining NZ Limited  
Downer EDI Works Vanuatu Limited  
Downer New Zealand Limited  
Downer New Zealand Projects 1 Limited  
Downer New Zealand Projects 2 Limited  
Downer New Zealand Projects 3 Limited  
Downer Utilities Alliance New Zealand Limited  
Downer Utilities New Zealand Limited  
Downer Utilities PNG Limited  
Green Vision Recycling Limited  
ITS Pipetech Pacific (Fiji) Limited  
Richter Drilling (PNG) Limited  
Techtel Training & Development Limited  
Underground Locators Limited  
Waste Solutions Limited  
Works Finance (NZ) Limited

**Africa**

Downer EDI Mining - Ghana Ltd  
MD Mineral Technologies SA (Pty) Ltd.  
MD Mining and Mineral Services (Pty) Ltd (i)  
Otraco Botswana (Proprietary) Limited  
Otraco Southern Africa (Pty) Ltd  
Otraco Tyre Management Namibia (Proprietary) Limited  
Snowden Mining Industry Consultants (Proprietary) Ltd  
Snowden Training (Pty) Ltd

**Asia**

Chan Lian Construction Pte Ltd  
Chang Chun Ao Da Technical Consulting Co Ltd  
Changchun Ao Hua Technical Consulting Co Ltd  
Downer EDI Engineering Holdings (Thailand) Limited  
Downer EDI Engineering Thailand Ltd  
Downer EDI Engineering (S) Pte Ltd  
Downer EDI Group Insurance Pte Ltd  
Downer EDI Rail (Hong Kong) Limited  
Downer EDI Works (Hong Kong) Limited  
Downer Pte Ltd  
Downer Singapore Pte Ltd  
Duffill Watts Pte Ltd  
Duffill Watts Vietnam Ltd (ii)  
MD Mineral Technologies Private Limited  
PT Duffill Watts Indonesia  
PT Otraco Indonesia

**Americas**

DBS Chile SpA  
Mineral Technologies Comercio de Equipamentos para Processamento de  
Minerais LTD  
Mineral Technologies, Inc.  
Otraco Brasil Gerenciamento de Pneus Ltda  
Otraco Chile SA  
Snowden Consultoria do Brasil Limitada  
Snowden Mining Industry Consultants Inc.

**United Kingdom**

Sillars (B. & C.E.) Limited  
Sillars (TMWD) Limited  
Sillars Holdings Limited  
Sillars Road Construction Limited  
Snowden Mining Industry Consultants Limited  
Works Infrastructure (Holdings) Limited  
Works Infrastructure Limited

- (i) 70% ownership interest.
- (ii) Entity currently undergoing liquidation