

Fourth Supplementary Bidder's Statement

In relation to the Cash Offer

by

Downer EDI Services Pty Ltd

ACN 137 732 042

a wholly-owned subsidiary of

Downer EDI Limited

ACN 003 872 848

to purchase all of your ordinary shares in

Spotless Group Holdings Limited

ACN 154 229 562

For each Spotless Share you will receive

\$1.15 Cash

This is an important document and requires your immediate attention. If you are in doubt as to how to deal with this document you should consult your financial or other professional adviser.

Offer Information Line

For information regarding your Spotless Shares, the Offer or how to accept the Offer please read the Bidder's Statement. If you still need assistance please contact the Downer Offer Information Line on:

For Australian callers: 1300 048 144

For international callers: +61 3 9415 4662

IMPORTANT INFORMATION

This document is the fourth supplementary bidder's statement (**Fourth Supplement**) to the bidder's statement dated 21 March 2017 (**Original Bidder's Statement**) made under section 643 of the *Corporations Act 2001* (Cth) (the **Corporations Act**).

The Fourth Supplement is issued by Downer EDI Services Pty Ltd (**Downer Services**), a wholly-owned subsidiary of Downer EDI Limited ACN 003 872 848 (**Downer**) in relation to the offers dated 12 April 2017 made under its off-market takeover bid by Downer Services to acquire all of the ordinary shares in Spotless Group Holdings Limited ACN 154 229 562 (**Spotless**) that it does not already own (**Offer**).

This document supplements, and must be read together with, the replacement bidder's statement dated 10 April 2017 (**Replacement Bidder's Statement**) which replaced the Original Bidder's Statement, the first supplementary bidder's statement dated 10 April 2017 (**First Supplement**), the second supplementary bidder's statement dated 3 May 2017 (**Second Supplement**) and the third supplementary bidder's statement dated 19 June 2017 (**Third Supplement**). In this Fourth Supplement, all references to the Bidder's Statement are references to the Replacement Bidder's Statement (as amended by the Second Supplement, the Third Supplement and the notices of extension dated 22 May 2017, 2 June 2017 and 27 June 2017). This Fourth Supplement prevails to the extent of any inconsistency with the Bidder's Statement, the First Supplement, the Second Supplement and the Third Supplement. Unless the context requires otherwise or separately defined in this Fourth Supplement, terms defined in the Bidder's Statement have the same meaning in this Fourth Supplement.

A copy of this Fourth Supplement, which incorporates a notice under section 650D of the Corporations Act, was lodged with the Australian Securities and Investments Commission (**ASIC**) on Tuesday, 11 July 2017. Neither ASIC nor any of its officers takes any responsibility for the contents of this Fourth Supplement or the notice incorporated into this Fourth Supplement.

1. REASONS TO ACCEPT THE OFFER

Spotless Shareholders should accept the Offer promptly and without delay for the following reasons:

- Downer Services is the controlling shareholder in Spotless.
- Holders of over 64%¹ of the shares in Spotless have accepted the Offer or sold their shares to Downer.
- There are minority shareholder risks if you do not accept the Offer.
- If the Offer closes and Spotless remains on the Official List of the ASX, the Spotless Share price is likely to trade at a substantial discount to the Offer Price, for reasons including:
 - The liquidity of Spotless Shares will be significantly lower given that Downer owns more than 64%¹ of Spotless;
 - It is likely that Spotless Shares will be fully or partially removed from certain S&P / ASX market indices;
 - There may be limited institutional support for Spotless Shares; and
 - There may be fewer analysts providing coverage for Spotless Shares.
- The last trading price for Spotless Shares prior to the Offer was \$0.725 per share. The Offer Price of \$1.15 per share represents a 59% premium to that price.
- The Offer is unconditional. Spotless Shareholders who accept the Offer will be paid within seven business days of Downer Services receiving a valid acceptance from the shareholder in accordance with the terms of the Offer.

Remaining Spotless Shareholders should accept the Offer as soon as possible to realise a certain cash premium for their Spotless Shares. Full details on how to accept the Offer are contained in section 7.3 of the Bidder's Statement.

2. EXTENSION OF OFFER PERIOD

Downer Services has decided to extend the Offer Period for ten days, so that the Offer will now remain open for acceptance until **7.00pm** (Sydney time) on **Friday, 21 July 2017** (unless further extended under the Corporations Act).

A formal notice under section 650D of the Corporations Act in connection with the extension of the Offer Period is attached as Annexure A.

3. FURTHER INFORMATION

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 (from within Australia) or +61 3 9415 4662 (from outside Australia) from Monday to Friday between 9.00am and 5.00pm (Sydney time) if you require further information or assistance.

¹ As at the time of printing this Fourth Supplement.

4. **APPROVAL OF FOURTH SUPPLEMENT**

This Fourth Supplement has been approved by a unanimous resolution of Downer Services on 11 July 2017.

Signed on behalf of Downer EDI Services Pty Ltd:



Peter Tompkins
Director

ANNEXURE A

NOTICE BY DOWNER EDI SERVICES PTY LIMITED

UNDER SECTIONS 650D OF THE *CORPORATIONS ACT 2001* (CTH)

TO: Australian Securities and Investments Commission

Spotless Group Holdings Limited ACN 154 229 562

Australian Securities Exchange Limited

In accordance with ASIC Class Order CO 13/521, to those persons shown as holders of Spotless Shares in the register of members of Spotless as at 6 July 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**).

A copy of this notice was lodged with the Australian Securities and Investments Commission (**ASIC**) on Tuesday, 11 July 2017. Neither ASIC nor any of its officers takes any responsibility for the contents of this notice.

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, 2 June 2017 and 27 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 650D of the *Corporations Act 2001* (Cth) (the **Corporations Act**) that it varies each of the Offers by:

- (a) extending the period during which the Offers will remain open for acceptance until 7.00pm (Sydney time) on Friday, 21 July 2017 (unless further extended under the Corporations Act); and
- (b) replacing all references to the date "Thursday, 29 June 2017" in the Bidder's Statement (which was extended to Tuesday, 11 July 2017 under section 624(2) of the Corporations Act) with references to the date "Friday, 21 July 2017".

Dated 11 July 2017

Signed on behalf of Downer EDI Services Pty Ltd:

A handwritten signature in black ink, consisting of a large, stylized 'P' followed by a series of loops and a trailing line.

Peter Tompkins
Director