

Media/ASX and NZX Release

27 June 2017

DOWNER'S STAKE IN SPOTLESS NOW 49.06%

OFFER SCHEDULED TO CLOSE AT 7:00PM ON THURSDAY, 29 JUNE 2017¹

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**).²

Downer Services now has a shareholding of 49.06% of Spotless.³

Downer encourages remaining Spotless shareholders to accept the Offer promptly and without delay for the following reasons:

- **The Offer Price of \$1.15 cash per Spotless share is at a material premium to trading levels prior to the announcement of the Offer⁴**
- **The Offer Price is final and will not be increased in the absence of a superior proposal**
- **Spotless has confirmed that there are no superior proposals to 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 shareholder⁵**
- **The Offer Period closes at 7.00pm (Sydney time) on Thursday, 29 June 2017¹**

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.

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:

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¹ Unless further extended.

² 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.

³ Downer Services' relevant interest in the issued share capital of Spotless.

⁴ 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.

⁵ In accordance with the terms of the Offer.