

Media/ASX and NZX Release

2 June 2017

Replacement Notice of Extension of Offer Period in relation to Downer Services' Offer for Spotless

Downer EDI Limited (**Downer**) refers to its takeover offer (**Offer**) through its wholly-owned subsidiary Downer EDI Services Pty Ltd (**Downer Services**) for all of the issued shares in Spotless Group Holdings Limited (**Spotless**) that it does not already own and its announcement dated 2 June 2017 providing an update in relation to Downer Services' Offer for Spotless (**Announcement**).

Attached as Annexure A is a replacement notice under sections 650D and 630(2)(b) of the Corporations Act 2001 (Cth) (**Corporations Act**) in connection with the extension of the Offer Period. This notice replaces the notice under sections 650D and 630(2)(b) of the Corporations Act that was annexed to the Announcement released earlier today, and contains information in relation to statutory withdrawal rights.

As per the Announcement released by Downer Services this morning, the Offer will remain open for acceptance until 7:00pm (Sydney time) on **Thursday, 29 June 2017** (unless further extended under the Corporations Act).

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:

Michael Sharp, Group Head of Corporate Affairs and Investor Relations

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ANNEXURE A

NOTICE BY DOWNER EDI SERVICES PTY LIMITED

UNDER SECTIONS 650D AND 630(2)(B) 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 1 June 2017

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 Friday, 2 June 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 and the notice of extension dated 22 May 2017. Terms defined in the Bidder's Statement have the same meaning when used in this notice unless the context requires otherwise.

1. EXTENSION OF OFFER PERIOD

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 Thursday, 29 June 2017 (unless further extended under the Corporations Act); and
- (b) replacing all references to the date "Wednesday, 14 June 2017" in the Bidder's Statement with references to the date "Thursday, 29 June 2017".

2. NOTICE AS TO STATUS OF DEFEATING CONDITIONS

Downer Services gives notice under section 630(2)(b) of the Corporations Act that:

- (a) as a result of extension of the Offer Period, the date for giving notice on the status of conditions in section 7.15 of the Bidder's Statement is now Tuesday, 20 June 2017 (subject to any further extension of the Offers in accordance with the Corporations Act);
- (b) as at the date of this notice, Downer Services has previously declared each of the Offers and each contract resulting from acceptance of the Offers to be free from:
 - (i) the Defeating Condition set out in section 7.11(d) of the Bidder's Statement in relation to the Underwriting Agreement not being terminated by the Underwriter before the end of the Offer Period (**Underwriting Agreement Condition**); and

- (ii) the Defeating Conditions set out in section 7.11(b)(i) of the Bidder's Statement in relation to Downer Services receiving all necessary Approvals required by law or by a Public Authority (**Regulatory Approvals Conditions**); and
- (c) other than the Underwriting Agreement Condition and the Regulatory Approvals Conditions, Downer Services has not declared the Offers to be free from the conditions set out in section 7.11 of the Bidder's Statement and so far as Downer Services is aware, these conditions have not been fulfilled at the time of giving this notice.

3. **WITHDRAWAL RIGHTS**

This extension of the Offer Period will postpone the time by which Downer Services' obligations under the Offers must be satisfied for more than one month. Accordingly, in addition to the withdrawal rights held by Spotless Shareholders under the terms of the Offer as set out in section 6.11 of the Bidder's Statement, section 650E of the Corporations Act gives each Spotless Shareholder who has validly accepted the Offer on or before the date of this notice with a right to withdraw their acceptance of the Offer (**Withdrawal**) by giving a notice of withdrawal (**Withdrawal Notice**) to Downer Services within one month beginning on the day after the day on which the relevant Spotless Shareholder receives this notice (**Withdrawal Period**) and returning any cash consideration received by the Spotless Shareholder to Downer Services.

The recommended methods of giving a Withdrawal Notice are set out below.

(a) Written notice to Downer Services

This method of giving the Withdrawal Notice is available for shares in a CHESS Holding or shares in an Issuer Sponsored Holding.

Downer Services should receive from the Spotless Shareholder a notice in writing that sets out the following information and states that the Spotless Shareholder wants to initiate a Withdrawal. The notice in writing should be signed by the Spotless Shareholder.

The information that should be provided in the Withdrawal Notice is:

- (i) the registered name of the Spotless Shareholder;
- (ii) the Spotless Shareholder's SRN or HIN (as applicable); and
- (iii) the number of Spotless Shares that are the subject of the Withdrawal.

In the event that the number of Spotless Shares the subject of the Withdrawal are not set out in the written notice, then the Withdrawal will be deemed to be in respect of all the Spotless Shares that have been the subject of an acceptance by the person giving the written notice of Withdrawal. Subject to the above, if the information is not provided then the Withdrawal may be invalid.

Downer Services recommends that you send the Withdrawal Notice to Downer Services at the following address:

Downer EDI Services Pty Ltd
c/o Computershare Investor Services Pty Limited
GPO Box 2115
Melbourne VIC 3001

Neither Downer Services nor Computershare Investor Services Pty Limited will be responsible for any delays in the process of you sending a written notice of Withdrawal to Downer Services.

(b) Withdrawal Notice for Withdrawal of Spotless Shares in a CHESS Holding by instructions to Controlling Participant

If your Spotless Shares are in a CHESS Holding, the Withdrawal Notice may be given by following the steps set out below. It is optional whether you give the Withdrawal Notice by the method described below or by written notice to Downer Services in the manner set out above in section 3(a).

There are two requirements to be satisfied for a Withdrawal Notice to be taken to have been given in this manner, and both must be satisfied. The requirements are as follows:

- (i) you must instruct your broker (the Controlling Participant) to Transmit a Valid Originating Message to ASX Settlement in respect of the Spotless Shares in that CHESS Holding in accordance with Rule 14.16.1 of the ASX Settlement Operating Rules, specifying the number of Spotless Shares that are the subject of the Withdrawal and are to be released from the Subposition; and
- (ii) your Controlling Participant must Transmit a Valid Originating Message to ASX Settlement in respect of the relevant Spotless Shares before the Defeating Conditions are satisfied or waived by Downer Services.

You should allow sufficient time for your Controlling Participant to satisfy the above requirements for the giving of the Withdrawal Notice. Neither Downer Services nor Computershare Investor Services Pty Limited will be responsible for any delays in your Controlling Participant transmitting a Valid Originating Message.

If the above requirements for the Withdrawal Notice are satisfied, Downer Services will:

- return to the Spotless Shareholder any documents that were sent by the Spotless Shareholder to Downer Services with the acceptance of the Offer; and
- if you give a valid Withdrawal Notice under section 3(a) (that is by notice in writing to Downer Services) and the shares are in a CHESS Holding, Transmit to ASX Settlement a Valid Originating Message that authorises the release of those shares from the Offer Accepted Subposition in which the CHESS Holding has been reserved in accordance with Rule 14.16.3 or 14.16.5 of the ASX Settlement Operating Rules as applicable.

No acknowledgement of valid receipt of Withdrawal Notice will be given to you by or on behalf of Downer Services.

If you would like further information, please contact your legal, financial or other professional adviser or telephone the Downer Offer Information Line on 1300 048 144 (toll free within Australia) or +61 3 9415 4662 (not toll free) from outside Australia.

Dated 2 June 2017

Signed on behalf of Downer EDI Services Pty Ltd:



Michael Ferguson
Director