

Ashurst Australia
Level 11
5 Martin Place
Sydney NSW 2000
Australia

GPO Box 9938
Sydney NSW 2001
Australia

Tel +61 2 9258 6000
Fax +61 2 9258 6999
DX 388 Sydney
www.ashurst.com

20 June 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

ashurst

Dear Sir/Madam

Notice of change of relevant interests of substantial holder

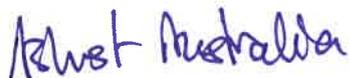
We act for Downer EDI Services Pty Limited (**Downer Services**), a wholly owned subsidiary of Downer EDI Limited (ASX:DOW) in relation to its off-market takeover offer for all of the ordinary shares in Spotless Group Holdings Limited (ACN 154 229 562) (**Spotless**) that it does not already own (the **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, third supplementary bidder's statement dated 19 June 2017 and the notices of extension dated 22 May 2017 and 2 June 2017 (the **Bidder's Statement**).

In accordance with section 671B(1)(b) of the *Corporations Act 2001* (Cth), 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.

A Confirmation Notice was given by Downer Services to the Facility Operator on 19 June 2017 in accordance with the terms of 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. As a result, all acceptance instructions under the Facility have been processed as formal acceptances of the Offer and the Institutional Acceptance Facility is no longer operational.

As at the date of this letter, Downer Services has an interest equivalent to **37.17%** in the issued share capital of Spotless, comprising its relevant interest of 32.182% (as set out in the enclosed Form 604) and a further economic interest in 4.99% pursuant to the 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.

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 19 / 06 / 2017

The previous notice was given to the company on 29 / 05 / 2017

The previous notice was dated 29 / 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)	206,459,341	18.796%	353,484,173	32.182%

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
19 / 06 / 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 (as supplemented) (Offer Acceptance Contracts).	\$1.15 per Share	140,230,850 Shares	140,230,850
19 / 06 / 2017	Downer Services, Downer and each Downer Group Company	Entry into contracts for the purchase of Shares on market that are yet to settle (On-market Acquisition Contracts).	\$1.15 per Share	6,793,982 Shares	6,793,982

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) (Corporations Act) 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 Offer Acceptance 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.	181,946,665 Shares	181,946,665
Downer			Downer has a relevant interest under s608(3)(b) of the Corporations Act by reason of having control of Downer Services.	181,946,665 Shares	181,946,665
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.	181,946,665 Shares	181,946,665
Downer Services	Various vendors who have entered into the On-market Acquisition Contracts.	Downer Services (subject to the On-market Acquisition Contracts).	Downer Services has a relevant interest in Shares under s 608(1)(c) and s608(8) of the Corporations Act by reason of being the purchaser of Shares pursuant to on-market trades that are yet to settle.	6,793,982 Shares	6,793,982
Downer			Downer has a relevant interest under s608(3)(b) of the Corporations Act by reason of having control of Downer Services.	6,793,982 Shares	6,793,982
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.	6,793,982 Shares	6,793,982

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	'Trinitii III Trinitii Business Campus' Level 2 39 Delhi Road, North Ryde NSW 2113

Signature

print name Peter John Tompkins

capacity Company Secretary

sign here



date 20/06 /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 20 June 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