

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



16 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

Dear Sir/Madam

Notice of 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 extensions dated 22 May 2017 and 2 June 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 interest under Institutional Acceptance Facility dated 15 June 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 24.608% to 28.008% 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>	60,074,148	97,117,073	5.469%	8.842%
<i>Relevant Interest</i>	210,221,374	210,524,436	19.139%	19.166%
Total	270,295,522	307,641,509	24.608%	28.008%

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 **32.998%** in the issued share capital of Spotless, comprising its relevant interest and shares the subject of the Facility as noted in the table above 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.

Yours faithfully



Ashurst Australia