

Media/ASX and NZX Release

15 June 2017

Update in relation to Downer Services' Offer for Spotless

Downer EDI Limited (**Downer**) refers to its takeover offer (**Offer**) through 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, announced on 21 March 2017.

1) Update on Downer Services' Interest¹

Downer Services today announces that it now has an Interest¹ equivalent to 29.598% in the issued share capital of Spotless, comprising acceptances into the Institutional Acceptance Facility (**IAF**), Downer Services' relevant interest in Spotless shares, and Downer Services' economic interest equivalent to 4.99% in the issued share capital of Spotless pursuant to a cash settled total return equity swap.

2) Defeating Conditions

As announced on 2 June 2017, Downer Services intends to waive all remaining outstanding Defeating Conditions to the Offer and introduce accelerated payment terms on **Monday, 19 June 2017** if:

- Downer Services has an Interest¹ equivalent to at least 50% in the issued share capital of Spotless as at **7pm (Sydney time) on Friday, 16 June 2017**;² and
- no Defeating Condition has been breached.³

3) Accelerated payment terms

If Downer Services declares the Offer unconditional, Downer Services intends to provide accelerated payment terms such that Spotless Shareholders will be paid within 7 business days of Downer Services receiving a valid acceptance from the shareholder in accordance with the terms of the Offer.

For Spotless Shareholders whose valid acceptance has been received by Downer Services before the Offer is declared unconditional, payment will be within 7 business days of the Offer being declared unconditional.

If you accept the Offer on or prior to 16 June 2017, and it is declared unconditional on 19 June 2017, you will be paid no later than Wednesday, 28 June 2017.

If you wish to accept Downer Services' Offer, Downer encourages you to do so as soon as possible and, in any case, before 7pm (Sydney time) on Friday 16 June 2017.

¹ Interest is defined to comprise: Downer Services' economic interest equivalent to 4.99% in the issued share capital of Spotless (accumulated via cash settled total return swap between 27 February and 7 March 2017 (inclusive) at a weighted average reference price of \$0.815 per Spotless Share), Downer Services' relevant interest in Spotless shares, and acceptances into the Institutional Acceptance Facility established by Downer Services on the terms set out in section 7 of the second supplementary bidder's statement dated 3 May 2017.

² Subject to no acceptances of the Offer or acceptances into the Institutional Acceptance Facility being withdrawn after 7pm on Friday, 16 June 2017 and before Downer Services waives the Defeating Conditions.

³ Downer Services reserves its rights to waive any or all of the Defeating Conditions at any time, including if Downer Services does not have an Interest (as defined in footnote 1) equivalent to at least 50% in the issued share capital of Spotless as at 7pm on Friday, 16 June 2017.



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.

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