

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **Spotless Group Holdings Limited**

ACN/ARSN 154 229 562

1. Details of substantial holder (1)

Name Downer EDI Limited (**Downer**)

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 the entities set out in **Annexure A** (each a **Downer Group Company** and together, the **Downer Group**)

The holder became a substantial holder on 20/03/2017

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares (Shares)	164,743,526	164,743,526	15.00%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Downer Services	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
Downer	Downer has a relevant interest under s608(3)(b) of the Corporations Act by reason of having control of Downer Services.	164,743,526
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.	164,743,526

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 Annexure B. The cash-settled equity swap does not give Downer Services or any Downer Group Company any relevant interest in the Shares.

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Downer, Downer Services and the entities set out in Annexure A	Downer Services	Not applicable	164,743,526 Shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
Downer Services	20/03/2017	\$1.15 per Share	163,211,762 Shares
Downer Services	20/03/2017	\$0.7050 per Share	91,758 Shares
Downer Services	20/03/2017	\$0.7075 per Share	7,198 Shares
Downer Services	20/03/2017	\$0.7100 per Share	279,168 Shares
Downer Services	20/03/2017	\$0.7125 per Share	22,194 Shares
Downer Services	20/03/2017	\$0.7150 per Share	621,378 Shares
Downer Services	20/03/2017	\$0.7175 per Share	3,594 Shares
Downer Services	20/03/2017	\$0.7200 per Share	506,474 Shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Each Downer Group Company	Each Downer Group Company is either a body corporate that controls Downer Services or is controlled by an entity that controls Downer Services

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Downer, Downer Services and each Downer Group Company	'Triniti III Triniti Business Campus' Level 2 39 Delhi Road North Ryde NSW 2113

Signature

print name Peter John Tompkins

capacity Company Secretary

sign here



date 21/03/2017

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) Details of the consideration must include any and all benefits, moneys 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 of 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.

ANNEXURE A

DETAILS OF SUBSTANTIAL HOLDERS

This is Annexure "A" of 3 pages referred to in the Form 603 Notice of Initial Substantial Holder signed by me and dated 21 March 2017



Signed: _____

Name (printed): Peter John Tompkins Capacity: Company Secretary

Holder of relevant interest	Nature of relevant interest	Class and number of security
Downer EDI Services Pty Ltd	Relevant interest under s608(1) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) as registered holder of the Shares.	164,743,526 Shares
Downer EDI Limited	Relevant interest under s608(3)(b) of the <i>Corporations Act</i> by reason of having control of the registered holder of the Shares.	164,743,526 Shares
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) Locomotive Demand Power Pty Ltd Lowan (Management) Pty. Ltd. LNK Group Pty Ltd Mineral Technologies (Holdings) Pty Ltd Mineral Technologies Pty Ltd New South Wales Spray Seal Pty Ltd Otraco International Pty Ltd Otracom Pty Ltd	Taken to have a relevant interest under s608(3)(b) of the <i>Corporations Act</i> by reason of having voting power (through the relevant interests of its associate, Downer EDI Limited) above 20% in Downer Services.	164,743,526 Shares

<p>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 Bird 2017 Limited Bird 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 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</p> <p>Asia</p> <p>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</p> <p>Americas</p> <p>DBS Chile SpA Mineral Technologies Comercio de Equipamentos para Processamento de Mineraiis LTD Mineral Technologies, Inc. Otraco Brasil Gerenciamento de Pneus Ltda Otraco Chile SA Snowden Consultoria do Brasil Limitada Snowden Mining Industry Consultants Inc.</p> <p>United Kingdom</p> <p>Sillars (B. & C.E.) Limited Sillars (TMWD) Limited</p>		
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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		
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ANNEXURE B

DETAILS OF CASH-SETTLED EQUITY SWAP

This is Annexure "B" of 1 page referred to in the Form 603 Notice of Initial Substantial Holder signed by me and dated 21 March 2017



Signed: _____

Name (printed): Peter John Tompkins Capacity: Company Secretary

Type of derivative instrument	Cash-settled equity swap
Identity of taker	Downer Services
Entry date	27/02/2017
Number of securities to which the derivative relates	54,804,679 Shares
Price	Weighted average reference price of A\$0.815 per Share
Long equity derivative positions held by taker and its associates	Relevant interest in 164,743,526 Shares Economic interest in 54,804,679 Shares under the cash-settled equity swap Total long position (relevant interest plus economic interest): 219,548,205 Shares
Identity of associates of the taker	Each Downer Group Company referred to in Annexure A .