

**NOTICE OF STATUS OF DEFEATING CONDITIONS
GIVEN BY DOWNER EDI SERVICES PTY LIMITED
UNDER SECTIONS 630(3) OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Spotless Group Holdings Limited
ACN 154 229 562

Australian Securities Exchange Limited

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**).

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 amended by the second supplementary bidder's statement dated 3 May 2017, the third supplementary bidder's statement dated 19 June 2017 and the notices of extension dated 22 May 2017 and 2 June 2017). Terms defined in the Bidder's Statement have the same meaning when used in this notice unless the context requires otherwise.

Downer Services gives notice under section 630(3) of the *Corporations Act 2001* (Cth) (the **Corporations Act**) that:

- (a) each of the Offers and each contract resulting from acceptance of the Offers have been freed from all of the Defeating Conditions set out in section 7.11 of the Bidder's Statement (as announced by Downer Services on 19 June 2017);
- (b) so far as Downer Services is aware, none of the Defeating Conditions set out in section 7.11 of the Bidder's Statement were fulfilled at the time of giving this notice; and
- (c) as at the date of this notice, Downer Services' voting power in Spotless is 32.182%, comprising 353,484,173 Spotless Shares out of a total of 1,098,403,963 Spotless Shares presently on issue.

Dated 20 June 2017

Signed on behalf of Downer EDI Services Pty Ltd:



Peter Tompkins
Director