

Media/ASX and NZX Release

25 August 2020

TAKEOVER OFFER UPDATE – ACCEPTANCE BY COLTRANE AND PROCEEDING TO COMPULSORY ACQUISITION

Downer EDI Limited (Downer) today announced that Coltrane Master Fund, L.P. (which controls approximately 11.8% of Spotless shares) has accepted the takeover offer by Downer EDI Services Pty Ltd (Downer Services) for all of the shares in Spotless Group Holdings Limited (Spotless) that it and its related bodies corporate do not already own (Spotless Offer).

Accordingly, Downer and its associates now have a relevant interest in 99.6% of Spotless shares on issue and Downer Services has commenced compulsory acquisition for all outstanding Spotless shares under the Corporations Act.

Spotless shareholders are encouraged to accept the Spotless Offer as soon as practicable as that will allow them to receive the takeover consideration sooner than they will receive it under the compulsory acquisition process.

Spotless shareholders who validly accept the Spotless Offer will receive payment for the cash consideration within seven days of Downer Services receiving their acceptance.

Copies of the Supplementary Takeover Booklet in relation to the above and the compulsory acquisition notice lodged with the Australian Securities and Investments Commission and to be sent to Spotless shareholders are attached.

The Spotless Offer is currently scheduled to close at 7:00pm (Sydney time) on Monday, 21 September 2020 (unless extended).

Authorised for release by Downer's Chief Executive Officer, Grant Fenn.

For further information please contact:

Michael Sharp, Group Head of Corporate Affairs and Investor Relations

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About Downer

Downer is the leading provider of integrated services in Australia and New Zealand and customers are at the heart of everything it does. It exists to create and sustain the modern environment and its promise is to work closely with its customers to help them succeed, using world-leading insights and solutions to design, build and sustain assets, infrastructure and facilities. For more information visit www.downergroup.com

IMPORTANT INFORMATION

This document (**Supplementary Takeover Booklet**) is the first supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) (the **Corporations Act**), issued by Downer EDI Services Pty Ltd ABN 71 137 732 042 (**Downer Services**), a wholly-owned subsidiary of Downer EDI Limited ABN 97 003 872 848 (**Downer**), in relation to its unconditional, off-market takeover bid to acquire all or some of Your shares in Spotless Group Holdings Limited ABN 27 154 229 562 (**Spotless**). It should be read together with the Takeover Booklet dated 12 August 2020 (**Takeover Booklet**).

Unless the context requires otherwise, terms defined in the Takeover Booklet have the same meaning in this Supplementary Takeover Booklet. This Supplementary Takeover Booklet prevails to the extent of any inconsistency with the Takeover Booklet.

This Supplementary Takeover Booklet is dated 25 August 2020 and a copy of it was lodged with the Australian Securities and Investments Commission (**ASIC**) and provided to the Australian Securities Exchange (**ASX**) on the same date. Neither ASIC, nor ASX Limited nor any of their respective officers take any responsibility for the contents of this Supplementary Takeover Booklet.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH THIS DOCUMENT YOU SHOULD CONSULT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER.

SUPPLEMENTARY TAKEOVER BOOKLET

Offer by

Downer EDI Services Pty Ltd
ABN 71 137 732 042

a wholly-owned subsidiary of
Downer EDI Limited ABN 97 003 872 848
to purchase all or some of Your shares in

Spotless Group Holdings Limited
ABN 27 154 229 562

You will receive

- for each Spotless Share, **\$1 cash**; and
- for every 17.92741 Spotless Shares held,
1 Downer Contingent Share Option

This Offer will close at 7:00pm (Sydney time) on Monday, 21 September 2020, unless extended.

Please call the Offer Information Line from Monday to Friday between 8:30am and 5:00pm (Sydney time) on 1300 157 206 (for callers in Australia) and +61 3 9415 4087 (for international callers) if You require assistance.

For further information relating to the Offer, please refer to the Takeover Booklet dated 12 August 2020.

1. **COMPULSORY ACQUISITION OF SPOTLESS SHARES WILL PROCEED**

On 24 August 2020, Coltrane Master Fund, L.P. acting by its general partner, Coltrane GP, LLC (**Coltrane**) accepted Downer Services' Offer in respect of all of its Spotless Shares. As a result of this acceptance, Downer Services (together with its associates) has a relevant interest in 99.6% of the Spotless Shares on issue as at the date of this Supplementary Takeover Booklet.

Downer Services (together with its associates) therefore has a relevant interest in over 90% (by number) of Spotless Shares and will acquire more than 75% (by number) of the Spotless Shares that Downer Services offered to acquire under the Offer. In accordance with the Corporations Act and as outlined in section 10.1(a) of the Takeover Booklet, Downer Services will exercise its rights under the Corporations Act to compulsorily acquire outstanding Spotless Shares not accepted into the Offer on the same terms as the Offer.

Enclosed with this Supplementary Takeover Booklet is an ASIC Form 6021 (*Notice of compulsory acquisition following takeover bid*) which includes further information regarding the compulsory acquisition process and Your rights under Part 6A.1 of the Corporations Act.

If You have already accepted the Offer for all of Your Spotless Shares, You may disregard this document. You do not need to take any action.

If You have not accepted the Offer for all of Your Spotless Shares, You are encouraged to do so as soon possible and in any event before the end of the Offer Period. You will receive the same Consideration for your Spotless Shares irrespective of whether You accept the Offer or your Spotless Shares are acquired by Downer Services under the compulsory acquisition process. However, accepting the Offer allows You to receive the Consideration for your Spotless Shares sooner than You would under the compulsory acquisition process.

If you validly accept the Offer you will receive payment for the Cash Consideration within seven days of Downer Services receiving Your acceptance, and the Scrip Consideration within seven days of the end of the Offer Period.

Subject to the provisions of the Corporations Act, any Spotless Share not validly accepted into the Offer will be compulsorily acquired by Downer Services and the Consideration for that Spotless Share will be paid following the conclusion of the compulsory acquisition process.

Subject to any extensions required under the provisions of the Corporations Act, completion of the compulsory acquisition of Spotless Shares is currently expected to occur on or around 29 September 2020.

If Your Spotless Shares are compulsorily acquired, You will be sent a claim form advising You how to claim the Consideration for your Spotless Shares.

2. **HOW TO ACCEPT THE OFFER AND CLOSE OF THE OFFER**

Details on how to accept the Offer are contained in Annexure A of the Takeover Booklet and the Acceptance and Transfer Form. The Offer is currently scheduled to close at 7:00pm (Sydney time) on Monday, 21 September 2020 unless extended. **To be effective, Your acceptance must be received by Downer Services before the Offer closes.**

3. **APPROVAL OF SUPPLEMENTARY TAKEOVER BOOKLET**

This Supplementary Takeover Booklet has been approved by a unanimous resolution passed at a meeting of the directors of Downer EDI Services Pty Ltd.

Signed by Robert Regan as a director on behalf of Downer EDI Services Pty Ltd:



Robert Regan

Director

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates

To each holder of:

Ordinary shares

('Bid Class Securities')

Name of target company or body

in

Name ('the Company')

Spotless Group Holdings Limited

ACN/ARBN/ARSN

154 229 562

Tick applicable box(es)

and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.

and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

1. Under a takeover bid offers were made by

Name of bidder

Downer EDI Services Pty Ltd ACN 137 732 042

in respect of the acquisition of Bid Class Securities in the company.

The offers

Tick one box

closed

are scheduled to close

Date offers closed or are scheduled to close

on

Date

2 1 / 0 9 / 2 0
[D] [D] [M] [M] [Y] [Y]

2. You are, as at the date of this notice, the holder of one or more of the following

Tick applicable box(es).
(See subsection 661A(4) and (4A))

securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)

securities to which the bid related issued after the end of the offer period and before the date of this notice

securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related

securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

Description of securities

the following securities in the bid class in which the bidder has a relevant interest

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

Tick one box

661A(1)

661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

- 4 Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date

/ /
[D] [D] [M] [M] [Y] [Y]

Date of lodgement

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms.

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- this notice was given.
 the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

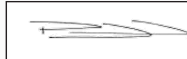
Name of person signing

Peter Lyons

Capacity

Director

Signature



Date signed

/ /
[D] [D] [M] [M] [Y] [Y]