RELEASE

SPOTLESS
A Downer Company

Wednesday, 12 August 2020

SPOTLESS RECEIVES BIDDER'S STATEMENT

On 21 July 2020, Downer EDI Limited (**Downer**) (ASX:DOW) announced its intention to make an off-market takeover offer, or through its wholly owned subsidiary Downer EDI Services Pty Ltd (**Downer Services**), to acquire all the ordinary shares of Spotless Group Holdings Limited (**Spotless**) in which Downer Services does not currently have a relevant interest at an offer price of $1.00 cash per share plus for every 17.92741 Spotless shares accepted, a Downer contingent share option exercisable over 1 Downer share (subject to the future market prices of Downer shares) (the **Offer**).

The Board of Spotless has established an Independent Board Committee (**IBC**) comprising the two independent Directors of Spotless who are independent of Downer, being John Humphrey, Chairman and Non-Executive Director, and Simon McKeon, Non-Executive Director, to evaluate and respond to the Offer.

Today, Spotless received a copy of the Bidder's Statement in relation to the Offer which was issued by Downer Services and also lodged with ASIC. The IBC is currently reviewing the Bidder's Statement and Spotless shareholders do not need to take any action at this stage in respect of the Offer.

As required by the *Corporations Act 2001* (Cth), the IBC has appointed an independent expert, Deloitte Corporate Finance Pty Limited, to prepare an independent expert's report that will be released with the Target's Statement (which will contain the IBC's directors' formal recommendation).

Under the Corporations Act, Downer is required to wait at least 14 days before it can send the Bidder's Statement to Spotless shareholders, unless the independent directors of Spotless consent to an earlier dispatch. Downer has requested Spotless's consent to early dispatch, and the IBC is considering that request in the context of the timing of delivery of the independent expert's report and the statutory and logistics timetable relating to the Target's Statement.

Regardless of when Spotless shareholders receive the Bidder's Statement, they are encouraged to wait to receive the Target's Statement (which will contain the independent expert's report and directors' recommendation) before making an assessment, and taking any action in respect of, the Offer.

Spotless shareholders should note that the IBC will primarily communicate via announcements on the Spotless website (https://www.spotless.com/investors/). Spotless shareholders are encouraged to monitor the website frequently.

The IBC has appointed Oaktower Partnership to act as financial advisers in addition to Gilbert + Tobin who have been appointed to act as legal advisers in relation to the Offer.

Enquiries

Spotless Shareholder Information Line: 1300 202 738 (within Australia)
+61 1300 202 738 (from overseas)