

Media/ASX and NZX Release

20 August 2020

TAKEOVER BOOKLET UPDATE – COMMENCEMENT OF DISPATCH AND OPENING OF OFFER

Downer EDI Limited ("**Downer**") today announced that its wholly owned subsidiary, Downer EDI Services Pty Ltd ("**Downer Services**"), has commenced dispatch of the Takeover Booklet dated 12 August 2020 to shareholders of Spotless Group Holdings Limited ("**Spotless**") in relation to its takeover bid to acquire the approximate 12% of the issued share capital of Spotless not already owned by Downer (the "**Spotless Offer**").¹

The Independent Board Committee ("**IBC**") of Spotless has provided consent to allow Downer to dispatch its Takeover Booklet in respect of the Spotless Offer on and from today.

Accordingly, the Spotless Offer is now open for acceptance for Spotless shareholders.

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

A copy of the Takeover Booklet being sent to Spotless shareholders is attached.

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

+61 439 470 145

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

¹ Downer currently has a relevant interest in 90.80% of the Spotless shares on issue.