

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Spotless Group Holdings Limited (SPO)

ACN/ARSN 154 229 562

1. Details of substantial holder (1)

Name Spotless Group Holdings Limited (and the persons named in Annexure A.1)

ACN/ARSN (if applicable) 154 229 562

The holder ceased to be a substantial holder on 25/8/2015

The previous notice was given to the company on 2/4/2015

The previous notice was dated 2/4/2015

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
25 August 2015	SPO (and all of the persons listed in Annexure A.1)	SPO's relevant interest reduced following the satisfaction of the condition of release from voluntary escrow on 25 August 2015 as SPO no longer has power over the disposal of those shares as listed in A.2	N/A	245,542,387 ordinary shares	22.36%

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
Not applicable.	

4. Addresses

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

Name	Address
See Annexure A.1	

Signature

print name	Paul Morris	capacity	Company Secretary
sign here		date	27/8/2015

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 4 of the form.
 - (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
 - (5) Details of the consideration must include any and all benefits, money 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.
 - (6) The voting shares of a company constitute one class unless divided into separate classes.
 - (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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Annexure A

This is Annexure "A" of 5 pages referred to in the Form 605 Notice of ceasing to be a substantial holder.



Signature:

Name: Paul Morris

Position: Company Secretary

Date: 27 August 2015

Annexure A.1 – List of associates

Name	Address
Subsidiary companies ultimately held by Spotless Group Holdings Limited	
Pacific Industrial Services FinCo Pty Limited (ACN 156 633 840)	549 St Kilda Road Melbourne, VIC 3004
Pacific Industrial Services BidCo Pty Limited (ACN 156 637 660)	549 St Kilda Road Melbourne, VIC 3004
Spotless Holdings (NZ) Limited (4363558)	600 Great South Road, Ellerslie, Auckland, 1051 , New Zealand
Spotless Facility Services (NZ) Limited (78729)	600 Great South Road, Ellerslie, Auckland, 1051 , New Zealand
Spotless Group Limited (ACN 004 376 514)	549 St Kilda Road Melbourne, VIC 3004
Spotless Services Limited (ACN 004 391 502)	549 St Kilda Road Melbourne, VIC 3004
Spotless Services Australia Limited (ACN 005 309 320)	549 St Kilda Road Melbourne, VIC 3004
Spotless Securities Plan Pty Ltd (ACN 077 910 555)	549 St Kilda Road Melbourne, VIC 3004
Ensign Services (Aust.) Pty. Ltd. (ACN 006 254 306)	549 St Kilda Road Melbourne, VIC 3004
Spotless Investment Holdings Pty Ltd (ACN 130 179 672)	549 St Kilda Road Melbourne, VIC 3004
Spotless Services International Pty Ltd (ACN 080 437 270)	549 St Kilda Road Melbourne, VIC 3004
Cleanevent Holdings Pty Limited (ACN 076 709 807)	549 St Kilda Road Melbourne, VIC 3004
Riley Shelley Services Pty Ltd (ACN 134 664 967)	549 St Kilda Road Melbourne, VIC 3004
SSL Security Services Pty Ltd (ACN 084 277 181)	549 St Kilda Road Melbourne, VIC 3004
Spotless Management Services Pty Ltd (ACN 099 129 790)	549 St Kilda Road Melbourne, VIC 3004
Spotless Property Cleaning Services Pty Ltd (ACN 093 457 973)	549 St Kilda Road Melbourne, VIC 3004
Taylors Two Two Seven Pty Ltd (ACN 124 162 643)	549 St Kilda Road Melbourne, VIC 3004
Spotless Defence Services Pty Ltd (ACN 072 293 620)	549 St Kilda Road Melbourne, VIC 3004
Nationwide Venue Management Pty Ltd (ACN 001 890 651)	549 St Kilda Road Melbourne, VIC 3004
Sports Venue Services Pty Ltd (ACN 083 204 853)	549 St Kilda Road Melbourne, VIC 3004
Berkeleys Franchise Services Pty Ltd (ACN 072 293 424)	549 St Kilda Road Melbourne, VIC 3004
Berkeley Railcar Services Pty Ltd (ACN 137 238 478)	549 St Kilda Road Melbourne, VIC 3004
Berkeley Challenge Pty Limited (ACN 000 464 755)	549 St Kilda Road Melbourne, VIC 3004
Asset Services (Aust) Pty Ltd (ACN 009 022 879)	549 St Kilda Road Melbourne, VIC 3004
Spotless Facility Services Pty Ltd (ACN 072 293	549 St Kilda Road Melbourne, VIC 3004

Name	Address
880)	
Bonnyrigg Management Pty Limited (ACN 123 052 639)	549 St Kilda Road Melbourne, VIC 3004
SSL Asset Services (Management) Pty Ltd (ACN 089 388 170)	549 St Kilda Road Melbourne, VIC 3004
SSL Facilities Management Real Estate Services Pty Ltd (ACN 087 414 891)	549 St Kilda Road Melbourne, VIC 3004
Berkeley Challenge (Management) Pty Limited (ACN 089 388 198)	549 St Kilda Road Melbourne, VIC 3004
Cleandomain Proprietary Limited (ACN 112 283 977)	549 St Kilda Road Melbourne, VIC 3004
Cleanevent Australia Pty. Ltd (ACN 091 953 089)	549 St Kilda Road Melbourne, VIC 3004
Cleanevent International Pty. Limited (ACN 097 111 307)	549 St Kilda Road Melbourne, VIC 3004
Aladdins Holdings Pty Limited (ACN 071 278 914)	549 St Kilda Road Melbourne, VIC 3004
Aladdin Laundry Pty Limited (ACN 089 967 291)	549 St Kilda Road Melbourne, VIC 3004
Aladdin Group Services Pty Limited (ACN 070 055 720)	549 St Kilda Road Melbourne, VIC 3004
Aladdin Linen Supply Pty Limited (ACN 089 597 348)	549 St Kilda Road Melbourne, VIC 3004
International Linen Service Pty Ltd (ACN 117 168 233)	549 St Kilda Road Melbourne, VIC 3004
AE Smith & Son Proprietary Ltd (ACN 004 274 793)	549 St Kilda Road Melbourne, VIC 3004
AE Smith & Son (SEQ) Pty Ltd (ACN 095 762 815)	549 St Kilda Road Melbourne, VIC 3004
AE Smith & Son (NQ) Pty Ltd (ACN 095 718 924)	549 St Kilda Road Melbourne, VIC 3004
AE Smith Service Pty Ltd (ACN 116 882 154)	549 St Kilda Road Melbourne, VIC 3004
AE Smith Service Holdings Pty Ltd (ACN 125 464 351)	549 St Kilda Road Melbourne, VIC 3004
AE Smith Service (SEQ) Pty Ltd (ACN 093 733 156)	549 St Kilda Road Melbourne, VIC 3004
AE Smith Building Technologies Pty Ltd (ACN 105 240 284)	549 St Kilda Road Melbourne, VIC 3004
Emerald ESP Pty Ltd (ACN 134 149 849)	549 St Kilda Road Melbourne, VIC 3004
Utility Services Group Limited (ACN 151 921 596)	549 St Kilda Road Melbourne, VIC 3004
Utility Services Group Holdings Pty Ltd (ACN 152 020 767)	549 St Kilda Road Melbourne, VIC 3004
UAM Pty Ltd (ACN 152 165 494)	549 St Kilda Road Melbourne, VIC 3004
Infrastructure Constructions Pty Ltd (ACN 084 867 103)	549 St Kilda Road Melbourne, VIC 3004
Trenchless Group Pty Ltd (ACN 086 309 024)	549 St Kilda Road Melbourne, VIC 3004
Skilltech Consulting Services Pty Ltd (ACN 001 162 641)	549 St Kilda Road Melbourne, VIC 3004
Skilltech Metering Solutions Pty Ltd (ACN 129 547 486)	549 St Kilda Road Melbourne, VIC 3004

Name	Address
Fieldforce Services Pty Ltd (ACN 062 371 779)	549 St Kilda Road Melbourne, VIC 3004
Cleanevent Middle East FZ LLC	204 Tower- A, Gulf Towers, Oud Metha, P. O. Box 55535, Dubai, United Arab Emirates
Cleanevent Technology Pty Ltd (ACN 122 938 541)	549 St Kilda Road Melbourne, VIC 3004

Annexure A.2 – List of shares

	Registered Holder of Securities	Number of Ordinary Shares
1.	Pacific Equity Partners Fund IV GP (Jersey) Limited in its capacity as general partner of Pacific Equity Partners Fund IV LP (incorporated in Jersey)	76,480,531
2.	Pacific Equity Partners Fund IV GP (Jersey) Limited in its capacity as general partner of Pacific Equity Partners Supplementary Fund IV LP (incorporated in Jersey)	68,137,642
3.	Pacific Equity Partners Fund IV (Australasia) Pty Ltd ACN 124 839 989 as trustee for Pacific Equity Partners Fund IV (Australasia) Unit Trust (incorporated in Australia)	11,820,026
4.	Pacific Equity Partners Fund IV (Australasia) Pty Ltd ACN 124 839 989 as trustee for Pacific Equity Partners Supplementary Fund IV (Australasia) Unit Trust (incorporated in Australia)	10,530,173
5.	PEP Investment Pty Limited ACN 083 026 984 (incorporated in Australia)	1,048,253
6.	Eagle Coinvestment Pty Limited ACN 119 182 688 as trustee for Pacific Equity Partners Fund IV Co-Investment Trust B (incorporated in Australia)	1,513,525
7.	Spotless Coinvestment GP (Jersey) Limited (reg. no. 111721) in its capacity as general partners of Spotless Coinvestment L.P.	15,583,733
8.	Clean 2009 C.V. duly represented by AlInvest Partners 2009 B.V., its general partner, in its turn represented by AlInvest Partners B.V. its managing director	10,954,256
9.	Clean 2011 II C.V. duly represented by AlInvest Partners 2011 II B.V., its general partner, in its turn represented by AlInvest Partners B.V., its managing director	6,709,482
10.	Clean 2012 I C.V. duly represented by AlInvest Partners 2012 I B.V., its general partner, in its turn represented by AlInvest Partners B.V., its managing director	5,157,629
11.	Lentesco Packaging Pty Ltd as trustee for the IFM Facility Services Unit Trust	9,780,585
12.	B R Dixon Investments Pty Ltd	537,077
13.	Bruce Robert Dixon	5,752,325
14.	Pepe Corp Pty Ltd as trustee for The Vita Pepe Superannuation Fund	4,632,515
15.	Michelle Dixon and Paul Waterson as trustees for the Waterson Dixon Superannuation Fund	185,301
16.	Paul Waterson	1,996,513
17.	Donna Freer	504,919
18.	RA & DJ Freer Pty Ltd as trustee for RA & DJ Superannuation Fund	40,535
19.	Tigersuper Pty Ltd as trustee for the Legal & Employment Superannuation Fund	115,813
20.	Susan Malena Williams	531,556
21.	TJ and SM Williams Pty Ltd as trustees for the T and S Williams Family Trust	13,898

Registered Holder of Securities		Number of Ordinary Shares
22.	Nelson Alush Pty Ltd as trustee for Nelson Alush Investment Trust	69,488
23.	Geoffrey Steven Barnsley	1,090,907
24.	Peter Ronald Lotz	223,843
25.	Chris L Grant	195,838
26.	Craig Stuart Sutherland	195,836
27.	I & L Delmenico Pty Ltd as trustee for the I & L Superannuation Fund	27,795
28.	David Gordon McKaskill	195,836
29.	Stephen Anthony McIntyre	195,836
30.	Duncan Charles Wilson	428,732
31.	Christopher Hewison and Rachel Brown as trustees for The Hewison-Brown Super Fund ABN 31 679 946 926)	46,325
32.	Rowan Wilkie	195,891
33.	Vita Pepe	9,799,293
34.	John Douglas	951,931
35.	Christopher Hewison	168,042
36.	Ian William Delmenico	300,000
37.	Dana Nelson	951,931

