

14 October 2009

Company Announcements Office
Australian Securities Exchange Limited
4th Floor
20 Bridge Street
SYDNEY NSW 2000

SPOTLESS GROUP LIMITED 2009 NOTICE OF MEETING & PROXY FORM

Any enquiries should be directed to Mr. Rowan Wilkie on +61 3 9269 7303



Notice of 2009 Annual General Meeting

SPOTLESS GROUP LIMITED

ABN 77 004 376 514

Registered Office:

Level 3, 350 Queen Street

Melbourne VIC 3000

www.spotless.com

The 2009 Annual General Meeting of Spotless Group Limited will be held at Zinc at Federation Square, Cnr. Flinders and Swanston Streets, Melbourne on Friday, 20 November 2009 at 10.30am.



Agenda

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The 2009 Annual General Meeting of Spotless Group Limited will be held at Zinc at Federation Square, Cnr. Flinders and Swanston Streets, Melbourne on Friday, 20 November 2009 at 10.30am. A map showing directions to the meeting venue is on the inside of the back cover.

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ORDINARY BUSINESS

1. Receipt of the Annual Financial Report

To receive and consider the Financial Report and the Reports of the Directors and Auditor for the financial year ended 30 June 2009.

2. To Elect Directors – Ordinary Resolution

(a) Mr Dean A Pritchard retires by rotation in accordance with Rule 75 of the Constitution of the Company, and being eligible, offers himself for re-election.

(b) Mr Geoffrey T Ricketts retires by rotation in accordance with Rule 75 of the Constitution of the Company, and being eligible, offers himself for re-election.

A separate resolution will be considered in respect of each of the above Directors.

3. Remuneration Report – Ordinary Resolution

To adopt the Remuneration Report for the year ended 30 June 2009.

Note – pursuant to section 250 R(3) of the *Corporations Act 2001*, this vote on Item 3 is advisory only and does not bind the Directors of the Company.

SPECIAL BUSINESS

4. Replacement of the Constitution of the Company – Special Resolution

To consider, and if thought fit, pass the following resolution as a special resolution.

That for the purposes of section 136 of the *Corporations Act 2001*, and for all other purposes, the Company adopt the provisions of the Constitution tabled at the meeting, and signed for the purposes of identification by the Chairman, as the Constitution of the Company, in substitution for the present Constitution of the Company which is repealed.

5. Refreshment of capacity to issue shares, following issue of ordinary shares under a placement – Ordinary Resolution

To consider and, if thought fit, pass the following resolution as an ordinary resolution.

That the issue by the Company on 31 August 2009 of 32,848,488 shares (Shares) at \$2.16 for each Share be approved for all purposes, including the purpose of ASX Listing Rule 7.4.

Voting Exclusion Statement: Subject to the ASX Listing Rules, the Company will disregard any votes cast on this resolution by a person who participated in the issue of the Shares and associates of that person.

ASX has granted a waiver from ASX Listing Rule 14.11 to permit the Company to count votes cast on the proposed resolution in Item 5 by holders of securities who participated in the issue of Shares the subject of the resolution to the extent only that those holders are acting solely in a nominee capacity on behalf of beneficiaries who did not participate in the issue of Shares (Nominee Holders). The waiver is subject to the following conditions:

- the beneficiaries provide written confirmation to the Nominee Holders that they have no interest in the outcome of the resolution in Item 5, nor are they an associate of such a person who has an interest in the outcome of the resolution;
- the beneficiaries direct the Nominee Holders to vote for or against the resolution in Item 5; and
- the Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.

By order of the Board

Andre Carstens
Company Secretary
18 September 2009

Voting Information

VOTING INFORMATION

- (a) Each shareholder entitled to attend and vote at this meeting has the right to appoint a proxy to attend and vote for the shareholder at this meeting.
- (b) A shareholder may appoint any individual or body corporate to be their proxy. If a shareholder wishes to appoint a body corporate as a proxy, the shareholder must provide full details of the correct entity's name (and ABN if known) on the proxy form. The body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with the *Corporations Act 2001*, and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the meeting.
- (c) A shareholder that is a body corporate and who is entitled to attend and vote at the meeting may elect to appoint a representative in accordance with the *Corporations Act 2001*, in which case written proof of the representative's appointment (such as a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or a copy of the resolution, certified by the Secretary or a Director of the body corporate, appointing the representative) must be lodged with, or presented to the Company, prior to the commencement of the meeting.
- (d) Where a proxy is appointed by a shareholder's attorney a certified copy of the power of attorney or other authority, together with evidence of non-revocation of that power of attorney, must be lodged with the proxy form by the proxy deadline.
- (e) Proxies must be in writing signed by a shareholder or the shareholder's attorney or, if the shareholder is a body corporate, proxies must be executed in accordance with their constitution, and with section 127 of the *Corporations Act 2001*, or under the hand of an authorised officer or agent.
- (f) A proxy need not be a shareholder of the Company and may join in calling a poll.
- (g) A shareholder entitled to cast two or more votes may appoint not more than two proxies. Where two proxies are appointed, each proxy must be appointed to represent a specified number of the shareholder's voting rights. If the appointment does not specify the proportion or number of the shareholder's votes, then each proxy may exercise half of those votes. Where two proxies are appointed, neither proxy is entitled to vote on a show of hands. If it is desired to appoint two proxies, please either photocopy the proxy form and use one form for each proxy nomination or contact the Company's Share Registry, Computershare Investor Services Pty Ltd on **1300 850 505** (or 61 3 9415 4000 from outside Australia) to obtain an additional proxy form.

VOTING ENTITLEMENTS

The Company has determined, pursuant to Regulation 7.11.37 of the Corporations Regulations, that all securities of the Company that are quoted securities at 7.00pm Australian Eastern Daylight Time on Wednesday, 18 November 2009, will be taken for the purposes of the Annual General Meeting to be held by the persons who held them at that time. This means that only individuals or bodies corporate whose names are set out in the register of members of the Company as at this time are eligible to attend and vote at this meeting.

PROXIES

To be valid, your completed proxy form must be received by the Company's Share Registry, Computershare Investor Services Pty Limited, no later than 10.30am Australian Eastern Daylight Time on Wednesday, 18 November 2009.

Proxy forms may be submitted in any of the following ways:

- In person: Computershare Investor Services Pty Limited
"Yarra Falls", 452 Johnston Street,
Abbotsford VIC 3067
- By post: Using the enclosed reply paid envelope
or by posting it to:
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
- By fax: 03 9473 2555 (61 3 9473 2555 outside Australia)

Explanatory Statement for Shareholders

This Explanatory Statement forms part of, and is included in the attached Notice of the Company's 2009 Annual General Meeting.

Questions and Issues

In accordance with the *Corporations Act 2001* and the Company's past practice, shareholders who attend the Annual General Meeting will be given a reasonable opportunity at the meeting to ask questions or comment in relation to the management and operations of the Company.

Similarly, a reasonable opportunity will be given to shareholders at the meeting to ask the Company's Auditors questions relevant to the Auditor's Report and the conduct of the audit.

Shareholders may also submit written questions to the Company to be addressed by the Company's Auditors at the meeting. Relevant questions for the Company's Auditors must be received by the Company **no later than 5.00pm on Friday, 13 November 2009**. Such questions can be sent to the Company in any of the following ways:

by mail or delivery to: Company Secretary
Spotless Group Limited
Level 3, 350 Queen Street
Melbourne VIC 3000
Australia

by fax to: (03) 9269 7712 (within Australia)
61 3 9269 7712 (outside Australia)

by email to: companysecretariat@spotless.com.au

As you will appreciate, not all questions or issues raised will be able to be addressed or will be appropriate to address at the meeting.

RESOLUTIONS

Item 1. Receipt of the 2009 Annual Financial Report

The 2009 Financial Report and the Reports of the Directors and Auditor will be tabled to the meeting for consideration and discussion.

Shareholders will be sent the 2009 Annual Report containing the above information if they have advised that they wish to receive the Annual Report. An electronic copy of the Annual Report will also be available on the Company's website at www.spotless.com

Neither the *Corporations Act 2001* nor the Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given an opportunity to raise questions or comment on the reports and statements at the meeting.

In addition, the Chairman will provide a reasonable opportunity for members present at the meeting to ask the Company's Auditor questions relevant to the:

- conduct of the audit;
- preparation and content of the Auditor's Report;
- accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- independence of the Auditor in relation to the conduct of the audit.

Item 2. Election of Directors

The following material is information for shareholders about each of the Directors standing for re-election:

- Mr Dean A Pritchard – Age 65**
BE, FIE Aust, CP Eng., FAICD
Independent Non-executive Director

Dean was appointed a Non-executive Director of Spotless Group Limited on 23 May 2007. Dean is Chairman of the Occupational Health, Safety & Environment Committee, a member of the Human Resources Committee and Governance & Nominations Committee. Dean is a Director of Oz Minerals Limited, OneSteel Limited and Eraring Energy. He is also Chairman of Steel & Tube Holdings Limited (a subsidiary of OneSteel Limited) a company listed on the NZX.

- Mr Geoffrey T Ricketts – Age 63**
LLB (Hons) (FInstD)
Independent Non-executive Director

Geoff was appointed a Non-executive Director of Spotless Group Limited in July 1996. Geoff is currently Chairman of the Governance & Nominations Committee and a member of the Strategy Committee and Audit, Finance & Risk Committee.

Geoff is a Consultant to Russell McVeagh Solicitors, of New Zealand. His current Directorships include Lion Nathan Limited and Taylors Group Limited of which he is Chairman, and Suncorp-Metway Ltd.

Directors' Recommendation:

The Directors recommend shareholders vote in favour of each resolution for the election of Directors.

Item 3. Adoption of Remuneration Report

The Remuneration Report is set out on pages 36 to 45 of the 2009 Annual Report. It is also available on the Spotless website at www.spotless.com

The Remuneration Report:

- explains the Board's policies and processes in relation to the remuneration of Directors, secretaries and senior management;
- discusses the relationship between Board remuneration policies and the Company's performance;
- explains the structure of Director and executive remuneration, together with the basis of and distinction between, Non-executive Director and executive remuneration; and
- sets out Director and senior executive remuneration details.

The Chairman will provide a reasonable opportunity for discussion of the Remuneration Report at the meeting.

Pursuant to section 250R(3) of the *Corporations Act 2001*, the outcome of the vote on this Item 3 is advisory only and does not bind the Directors or the Company. The Board will, however, take into consideration the outcome of the vote when reviewing remuneration policies and procedures in future.

Directors' Recommendation:

The Directors recommend shareholders vote in favour of adoption of the Remuneration Report.

Explanatory Statement for Shareholders continued

RESOLUTIONS *CONTINUED*

Item 4. Replacement of the Constitution of the Company

Item 4 is a special resolution proposing to replace the Company's existing Constitution in its entirety.

A copy of the proposed Constitution of the Company is available for inspection at the Registered Office of the Company located at Level 3, 350 Queen Street Melbourne, Victoria, or will be posted to any person so requesting in writing or by telephone to the Company Secretary by phone on 61 3 9269 7277, or by fax on (03) 9269 7712 (within Australia) or 61 3 9269 7712 (outside Australia). A copy of the proposed Constitution is also available for viewing on the Company's website at www.spotless.com

Reasons for the proposed replacement of the Constitution.

The principal reason for the proposed replacement of the Constitution is that there have been significant changes to the Corporations Act and the ASX Listing Rules since the Constitution was first adopted on 10 November 1999.

The Constitution has been amended on the following occasions:

- 14 November 2001;
- 15 November 2006; and
- 23 November 2007.

However the Board now considers that it is appropriate that the Company's Constitution be replaced to modernise the Constitution and ensure compliance with current law and corporate governance best practice.

Some of the more significant changes since the Constitution was first adopted have been:

- the amendment of rules in relation to the retirement of Directors by rotation;
- the liberalisation of buy backs and capital returns; and
- the facilitation of electronic communications with shareholders.

An explanation of the specific and substantive changes proposed to be made to the Company's Constitution is provided in the following table:

New Rule Number	Equivalent Existing Rule Number	Amendment	Explanation of change
-	-	Terminology Update of terminology throughout the Constitution.	References to superseded terminology and concepts have been deleted or, where appropriate, replaced with corresponding current terminology and concepts. For example, references to "SCH Business Rules" have been replaced with references to the "ASTC Settlement Rules".
3(d)	3(2)	ASX "paramourcy" provisions Incorporation of current 'ASX Listing Rule paramourcy' provisions.	The existing Rule 3(2) sets out overarching principles regarding the paramourcy of the Corporations Act, ASX Listing Rules and ASTC Settlement Rules. However, it does not reflect the 'ASX Listing Rule paramourcy' clause in Appendix 15A of the ASX Listing Rules. The inclusion of the updated clause means that ASX will generally approve the Constitution without any delay and ensure that the ASX Listing Rules, as well as the Corporations Act and ASTC Settlement Rules, are paramount.
5	5	Issue of securities Amendment to reflect that the issue of shares are subject to the applicable law.	The existing Rule 5 provides that the issue of securities is under the control of the Directors. The proposed amendment qualifies that the issue of shares is subject to the applicable law. This is necessary as certain issues of securities require shareholder approval under the Corporations Act and the ASX Listing Rules and are not solely within the discretion of the Directors.
6	6	Preference shares Inserts standard preference share terms	The Directors have the power under existing Rule 6 to issue preference shares. However, section 254A(2) of the Corporations Act requires shareholder approval by special resolution to be obtained for the issue of preference shares if certain rights of those shares are not set out in the Constitution. The proposed amendment sets out those preference share terms. The effect of this is that the Directors will not be required to seek additional shareholder approval pursuant to the Corporations Act for the issue of preference shares in accordance with the specified terms.

Explanatory Statement for Shareholders continued

RESOLUTIONS CONTINUED

Item 4. Replacement of the Constitution of the Company continued

New Rule Number	Equivalent Existing Rule Number	Amendment	Explanation of change
12	20(2)	<p>Notice of calls</p> <p>Update to reflect period of notice required by the ASX Listing Rules.</p>	The existing Rule 20(2) specifies that, on receiving a minimum of 14 days' notice, each member must pay to the Company the amount called on the member's shares. However, the ASX Listing Rules require a notice period of greater than 14 business days. To bring the provision in line with the ASX requirements, the proposed amendment provides that the relevant period will be at least 14 business days, subject to any other period of notice required by the ASX Listing Rules or required by any terms of issue of the relevant shares.
16	40	<p>Forfeiture of shares</p> <p>Update to reflect that forfeiture provisions are subject to the Corporations Act and ASX Listing Rules.</p>	The existing Rule 40 specifies that a forfeited share may be sold or otherwise disposed of as the Directors think fit. Further, it states that the forfeiture may be cancelled on the terms that the Directors think fit. However, the cancellation of forfeited shares requires shareholder approval under ASX Listing Rule 7.26 and section 258D of the Corporations Act. The proposed amendments qualify that the forfeiture provisions of the Constitution are subject to the Corporations Act and ASX Listing Rules.
18	16	<p>Liens on shares</p> <p>Amendment to include an additional purpose for which a lien on shares may be applied.</p>	The existing Rule 16 sets out the purposes for which a lien on shares may be applied by the Company. The proposed amendment seeks to include the additional purpose of "all interests and expenses due and payable to the Company in respect of the unpaid amounts, to the extent permitted by the Listing Rules". This is in accordance with ASX Listing Rule 6.13.
26	35	<p>Transmission events</p> <p>Qualification that the transmission of shares on death is subject to the Corporations Act.</p>	The existing Rule 35 deals with consequences relating to the registration of shares where there is death or bankruptcy. The proposed amendment qualifies that this provision is subject to the Corporations Act requirements in relation to deceased persons.
28	52	<p>Calling meetings of shareholders</p> <p>Removal of prohibition for members to convene a meeting under s249F of the Corporations Act.</p>	The existing Rule 52(2) prohibits members from convening a meeting under section 249F of the Corporations Act. Section 249F provides that members with at least 5% of votes that may be cast at a general meeting may call, and arrange to hold, a general meeting. The proposed amendment provides that shareholders can convene a meeting where permitted by the Corporations Act.
29	53	<p>Notice of meeting</p> <p>Removal of provision that the AGM need not state the general nature of business.</p>	The existing Rule 53(2) provides that a notice convening an annual general meeting need not state the general nature of business. However, the current position under the Corporations Act is that a notice is required to contain such information. Consistent with the requirements of the Corporations Act, this provision has been removed.

Explanatory Statement for Shareholders continued

RESOLUTIONS CONTINUED

Item 4. Replacement of the Constitution of the Company continued

New Rule Number	Equivalent Existing Rule Number	Amendment	Explanation of change
40	59	<p>Polls</p> <p>Amendment of the percentage of members required to demand a poll.</p>	<p>The existing Rule 59(3) specifies that a poll may be demanded by a member or members present and who together are entitled to not less than 10% of the total voting rights of all the members having the right to vote at a meeting or by a member or members present holding shares in the Company conferring a right to vote at a meeting on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all the shares conferring that right.</p> <p>The proposed amendments remove the reference to the 10% threshold and instead provide that polls may be requested “in accordance with the Corporations Act”. The effect of the change is that the threshold specified in the Corporations Act will be required to be observed (currently 5%) and an additional circumstance in which a poll may be demanded – where at least 5% of the members entitled to vote on the resolution – will be incorporated by reference. These amendments reflect the requirements of section 250L of the Corporations Act.</p>
41	68	<p>Proxies</p> <p>Amendment to requirements concerning the form of proxy.</p>	<p>The existing Rule 68(1) specifies the requirements relating to proxies. The proposed amendments permit the Board to accept proxies lodged electronically and reflect the requirements of the Corporations Act.</p>
46	73	<p>Appointment of Directors</p> <p>Clarification of method of calculating the number of Directors who must be in office.</p>	<p>The existing Rule 73(1) states that there shall be at least three Directors in office at all times. Consistent with the requirements of section 201A(2) of the Corporations Act, the proposed amendments clarify that alternate Directors are not to be included in calculating the number of Directors who must be in office.</p>
47	75	<p>Retirement of Directors by rotation</p> <p>Amendments to the requirements relating to the retirement of Directors at each AGM.</p>	<p>The existing Rule 75 requires that at every AGM, a third of the previously elected Directors, and if their number is not a multiple of three then the nearest number to, but not exceeding three, shall retire from the office and are eligible for re-election.</p> <p>The proposed amendments have been made to align with the retirement requirements of the ASX Listing Rules.</p> <p>ASX Listing Rule 14.4 requires that a Director must not hold office (without re-election) past the third AGM following the Director’s appointment, or 3 years, whichever is longer. The requirement that a third of Directors must retire is no longer applicable.</p>
50	94	<p>Remuneration and benefits of Directors</p> <p>Qualification that remuneration and benefits provided to Directors are subject to the ASX Listing Rules.</p>	<p>The existing Rule 94 provides that, subject to the terms of any relevant agreement, a Managing Director may receive remuneration (whether by way of salary, commission, other than on operating revenue, or participation in profits, or partly in one way and partly in another) as the Directors decide. The proposed amendment removes these specifications and instead provides that payments to all Directors are subject to the ASX Listing Rules. This qualification is necessary as ASX Listing Rule 10.17 provides that remuneration must not include a commission on, or percentage of, operating revenue.</p>

Explanatory Statement for Shareholders continued

RESOLUTIONS CONTINUED

Item 4. Replacement of the Constitution of the Company continued

New Rule Number	Equivalent Existing Rule Number	Amendment	Explanation of change
54	112	Indemnity Amendment to indemnity provisions in relation to the conduct of the relevant officer.	Among other things, the existing Rule 112(1)(a) provides that the indemnity provisions do not apply to “conduct involving a lack of good faith or conduct known to the person to be wrongful”. The proposed amendment removes the phrase “conduct known to the person to be wrongful”. This is proposed on the basis that the existing Rule 112(1)(a) is more restrictive than the requirements of section 199A of the Corporations Act which describes the limits to indemnity. Further, the notion of “wrongful” may be difficult to interpret and may create uncertainty.
54	112(1)(b)	Indemnity Amendment to indemnity provisions in relation to the finding of the Court.	The existing Rule 112(1)(b) provides that the indemnity provisions apply where “judgment is given in favour of the person or in which the person is acquitted”. The proposed amendments seek to replace this with a more generic provision stating that indemnities will be provided “to the extent permitted by law”. This is preferred as section 199A(3)(b) of the Corporations Act is less restrictive than the existing Rule 112(1)(b), providing that indemnity provisions are only not able to apply where “the person is found guilty” rather than applying where the person is acquitted.
54	112	Indemnity Amendment to indemnity provisions in relation to whom the provisions apply.	The existing Rule 112(4) defines “officer” (and, therefore, the persons to whom the indemnity provisions apply), to “have the meaning in section 241 of the Law”. This is a reference to the superseded Corporations Law which defined “officers” as including Directors, secretaries, persons who make decisions that affect the whole or substantial part of the business (ie. senior managers), receivers, administrators, liquidators and trustees administering a compromise or arrangement. The Board considers it appropriate to limit the application of the indemnity provisions to Relevant Officers, being Directors, secretaries or persons who make decisions that affect the whole or substantial part of the business of the Company. The proposed amendments reflect this more limited application.
59	91	Written resolutions Amendment to the approval threshold for circular resolutions of Directors.	The existing Rule 91(1) provides that the approval threshold for circular resolutions is 75% of Directors. The proposed amendment seeks to reduce this threshold to 50%. The Board considers that a circular resolution should not be subject to a higher approval threshold than those applicable to ordinary resolutions and that a 50% threshold is appropriate when coupled with the requirement that the resolution be provided to all Directors.
64	100	Determination of dividends Amendment to terminology to reflect provisions in the Corporations Act.	The existing Rule 100 provides that the Directors may “declare” dividends which appear to the Directors to be justified by the profits of the Company. The proposed amendments seek to replace the term “declare” with the term “determine”. This enables the Company the benefit of section 254V of the Corporations Act which states that a Company only incurs a debt when a dividend is ‘declared’.

Explanatory Statement for Shareholders continued

RESOLUTIONS CONTINUED

Item 4. Replacement of the Constitution of the Company continued

New Rule Number	Equivalent Existing Rule Number	Amendment	Explanation of change
68	47, 104, 106	<p>Distribution of assets</p> <p>Amendments to facilitate the distributions of securities to members.</p>	<p>The existing Rule 47 relates to the return of capital to members. The existing Rule 104 relates to distributions in kind. The existing Rule 106 relates to the capitalisation of profits.</p> <p>The proposed amendments seek to clarify that shareholders have assented to the receipt of shares of another body corporate pursuant to any distribution made by the Company.</p> <p>This 'assent' is required so as to provide the consent of members to receive securities which is required under section 231 of the Corporations Act and, in many cases, will eliminate the need for a scheme of arrangement.</p> <p>Drafting changes have also been made so that it is clear that distributions may result from not only returns of capital following capital reductions but also share buy-backs and any 'other' distributions.</p>
70	108	<p>Notices to shareholders</p> <p>Inclusion of general provision in relation to the manner in which notices may be given.</p>	<p>The existing Rule 108 specifies the manner in which notices may be given to members. The proposed amendments seek to include an additional provision for "any other means permitted by the Law". This enables the Constitution to track current and future methods allowed by the Corporations Act and Corporations Regulations.</p>
75	111	<p>Winding up</p> <p>Removal of the ranking of "restricted security" holders in winding up.</p>	<p>The existing Rule 111 provides that if an order is made for the winding up of the Company, on a distribution of assets to members, all share capital, not being "restricted securities" (eg. securities under escrow pursuant to the ASX Listing Rules), ranks equally at the time of commencement of the winding up as determined under the Law.</p> <p>The proposed amendments seek to make all ordinary share capital, including "restricted securities", rank equally for the purposes of winding up. The Board does not consider that there is any basis for treating "restricted securities" less favourably for the purposes of winding up.</p>
76-78	-	<p>Small holdings</p> <p>Inclusion of new rules to enable the sale of small holdings or unmarketable parcels.</p>	<p>Rule 15.13 of the ASX Listing Rules permits the Constitution of an ASX listed Company to authorise the Company to sell the shares of a shareholder who has less than a marketable parcel of shares, subject to certain conditions.</p> <p>The Board considers it appropriate, in line with market practice, to include a small holding provision as it provides a mechanism to remove small shareholdings which cause a disproportionate administrative burden and cost.</p>
80	48-51	<p>Takeover approval provisions</p> <p>Insertion of proportional takeover provisions.</p>	<p>These provisions relating to proportional takeovers reflect, in substance, those in existing Rules 48-51 of the Constitution. However, the Corporations Act requires that certain information must be provided to members if such provisions are sought to be inserted in any new Constitution. This information is set out in a separate section following this table.</p>

Explanatory Statement for Shareholders continued

RESOLUTIONS *CONTINUED*

Item 4. Replacement of the Constitution of the Company *continued*

Proposed New Rule 80 – Proportional takeover bid approval provisions

1. Background

- 1.1 Under the Corporations Act, a Company may include in its Constitution a provision to enable the Company to refuse to register shares acquired under a proportional takeover bid unless a resolution is passed by the shareholders in a general meeting approving the bid.
- 1.2 The Board considers that it is in the best interests of shareholders for the Company to have a proportional takeover provision inserted in the new Constitution at Rule 80. Rules 48-51 of the existing Constitution, which also required shareholder approval of a proportional takeover bid, incorporated these same provisions.

2. Proportional takeover bids

- 2.1 A proportional takeover bid is an off-market takeover offer sent to all shareholders but only in respect of a specified portion of each shareholder's shares in the Company (ie. less than 100%).

3. Effect of proposed proportional takeover provisions

- 3.1 If a proportional takeover bid is made, the Board must ensure that a meeting of shareholders is held, in general, prior to the 14 days before the last day of the bid period, at which shareholders will consider a resolution to approve the proportional takeover bid. For the resolution to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates.
- 3.2 If the resolution is not voted on within the required timeframe, the resolution is taken to have been approved. If the resolution is approved or taken to have been approved, all valid transfers of shares under the proportional takeover bid must be registered. If the resolution is not passed, the offer under the takeover bid will be taken to have been withdrawn and no transfer of shares will be registered as a result of the proportional takeover bid. Acceptances will be returned and any contracts formed by acceptances will be rescinded.

4. The proposed Rule 80 will expire three years after its adoption unless renewed by a further special resolution. It does not apply to full takeover bids.

5. Reason for proposing the provisions

- 5.1 A proportional takeover bid may result in effective control of the Company changing hands without shareholders having the opportunity of disposing of all their shares. Shareholders are exposed to the risk of being left as a minority in the Company without payment of an adequate control premium for all shares.
- 5.2 The proposed Rule 80 will allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

6. Presently proposed acquisitions

As at the date of preparation of these Explanatory Notes, no Director is aware of any proposal by any person to acquire or increase the extent of a substantial interest in the Company.

7. Potential advantages and disadvantages

- 7.1 The Board considers that proposed Rule 80 has no potential advantages or disadvantages for the Board. They remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted or not.
- 7.2 The potential advantages for shareholders of the proposed Rule 80 include:
 - (a) shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
 - (b) it may help shareholders to avoid being locked in as a minority;
 - (c) it increases shareholders' bargaining power and may assist in ensuring that any proportional takeover is adequately priced; and
 - (d) knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and decide whether to accept or reject an offer under the bid.
- 7.3 The potential disadvantages for shareholders of the proposed Rule 80 include:
 - (a) proportional takeover bids for shares in the Company may be discouraged;
 - (b) shareholders may lose an opportunity to sell some of their shares at a premium; and
 - (c) the likelihood of a proportional takeover succeeding may be reduced.

The Board does not believe that the potential disadvantages outweigh the potential advantages of inserting Rule 80.

Under section 136 of the *Corporations Act 2001*, a Company must have shareholder approval by special resolution to replace or amend its Constitution. Accordingly, Resolution 4 seeks shareholder approval to replace the Company's Constitution.

Directors' Recommendation:

The Directors recommend shareholders vote in favour of the adoption of the Constitution.

Explanatory Statement for Shareholders continued

RESOLUTIONS CONTINUED

Item 5. Refreshment of capacity to issue shares, following issue of ordinary shares under a placement

This resolution has been proposed so that members may consider and, if thought fit, formally approve for all purposes, including the purpose of ASX Listing Rule 7.4, the issue by the Company on 31 August 2009 of 32,848,488 Shares at an issue price of \$2.16 for each Share (Share Issue). The Share Issue occurred after a placement of Shares and the Shares are quoted on ASX under the code SPT.

ASX Listing Rule 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12 month period without the prior approval of shareholders. The issue of the Shares under the placement was within this limitation.

Under ASX Listing Rule 7.4, security holders may subsequently approve the issue of securities made within the limitations of ASX Listing Rule 7.1 provided the issue did not breach ASX Listing Rule 7.1.

As the issue of Shares under the placement did not breach ASX Listing Rule 7.1 and was not previously approved by shareholders, the Company now seeks shareholder ratification of that issue pursuant to ASX Listing Rule 7.4. The Board considers that it is a timely and cost effective opportunity to put this resolution to shareholders at the Annual General Meeting.

The effect of passing this resolution will be to refresh the Company's 15% capacity under ASX Listing Rule 7.1 to the extent of the 32,848,488 Shares issued on 31 August 2009.

ASX Listing Rule 7.5 requires that the following information be provided to security holders when seeking an approval for the purposes of ASX Listing Rule 7.4:

1. The number of securities allotted

The total number of Shares allotted was 32,848,488 ordinary Shares.

2. The issue price at which the securities were issued

The Shares were issued at a price of \$2.16 per share, which represented a discount of 10% to the Company's closing share price on the ASX on 24 August 2009 and a 10.9% discount to the 5 day VWAP excluding the final dividend of 6 cents per share.

3. The terms of the securities

The Shares rank equally in all respects with the Company's existing ordinary shares, but will not be entitled to the Company's final dividend of 6 cents per share.

4. The names of the allottees or the basis on which allottees were determined

Certain institutional and sophisticated investors following a book build.

5. Use (or intended use) of funds raised

The issue of Shares forms part of the Company's ongoing capital management program and adds further strength and flexibility to the Company's balance sheet. The funds raised by the issue of Shares are to be used for general corporate purposes and to reduce the Company's gearing.

Effect of shareholder approval

The approval proposed in this resolution, under ASX Listing Rule 7.4, is effectively a retrospective approval or 'ratification' to refresh the Company's capacity to issue further equity securities pursuant to ASX Listing Rule 7.1.

If members approve this resolution, the Company will then have the flexibility to issue more shares in the future if an opportunity arises which the Board believes is in the best interests of the Company, and which it expects will create shareholder value. The issue of Shares described in this resolution would be treated, for the purpose of ASX Listing Rule 7.1, as having been made with prior shareholder approval. They would then cease to use up part of the 15% limit and would enable that proportion of the 15% limit to be used for a future issue of equity securities.

If this resolution is not passed

The Company was not required, under ASX Listing Rule 7.1, to seek member approval prior to the issue of Shares described in this resolution.

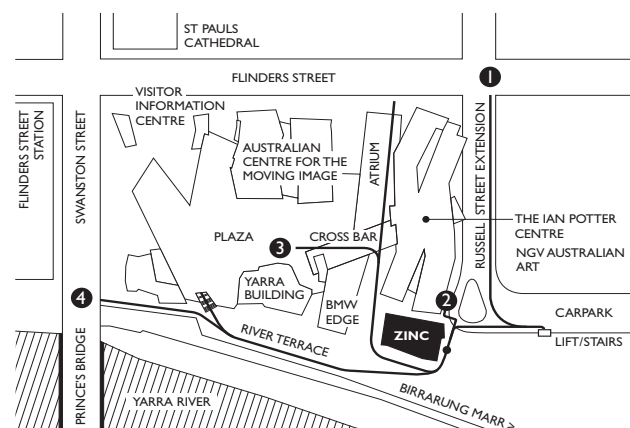
If members do not approve this resolution, it will not invalidate the Share Issue.

However, the issue of Shares absorbed all of the 15% limit and so reduced the Company's ability to issue further equity securities in the 12 month period subsequent to the issue, unless member approval is obtained for the issue or the issue falls within another exception in the ASX Listing Rule.

Directors' Recommendation:

The Directors recommend shareholders vote in favour of approving the Share Issue.

ZINC AT FEDERATION SQUARE



1. By car

Enter Federation Square via the Russell Street Extension turning left into car park. Proceed to lifts and take lifts to Level 3. When exiting the lifts turn left and proceed to the end of car park. Take the stairs to the Zinc entrance at river level.

2. Drop off/on foot

Proceed to end of Russell Street Extension. Take stairs on right down to Zinc entrance at river level.

3. On foot

From the main plaza head towards BMW Edge at the end of the atrium. Proceed through the sliding doors & downstairs to Zinc.

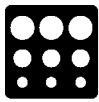
4. On foot

From the Prince's Bridge head down the Yarra along River Terrace until you reach Zinc.

SPOTLESS GROUP LIMITED
ABN 77 004 376 514

Registered Office:
Level 3, 350 Queen Street
Melbourne VIC 3000
www.spotless.com





SPOTLESS

Spotless Group Limited
ABN 77 004 376 514

000001 000 SPT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10:30am (AEDT) Wednesday 18 November 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Spotless Group Limited hereby appoint

the Chairman of the meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Spotless Group Limited to be held at Zinc at Federation Square, Cnr Swanston and Flinders Streets, Melbourne on Friday, 20 November 2009 at 10:30am and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
Item 2(a) Re-election of Mr Dean A Pritchard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(b) Re-election of Mr Geoffrey T Ricketts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 To adopt the Remuneration Report for the year ended 30 June 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Replacement of the Constitution of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Refreshment of capacity to issue shares following issue of ordinary shares under a placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

SPT

999999A

Computershare +