

Appendix 3F

Final share buy-back notice (except minimum holding buy-back)

Introduced 1/9/99. Origin: Appendices 7D and 7E. Amended 30/9/2001, 11/01/10

Information and documents given to ASX become ASX's property and may be made public.

Name of entity	ABN/ARSN
Downer EDI Limited	97 003 872 848

We (the entity) give ASX the following information.

Description of buy-back

1	Type of buy-back	On Market
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Details of all shares/units bought back

2	Number of shares/units bought back	7,898,010
3	Total consideration paid or payable for the shares/units	26,478,309.99
4	If buy-back is an on-market buy-back - highest and lowest price paid	highest price: \$3.69. date: 24/11/2015 lowest price: \$3.11 date: 09/02/2016

+ See chapter 19 for defined terms.

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.



Sign here: Date: 2 September 2016
Company Secretary

Print name: Peter Tompkins

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+ See chapter 19 for defined terms.