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Notice date: 23/03/2017

What's this about?

Effective date: 23/03/2017

<input checked="" type="radio"/> ASX Trade	<input type="radio"/> ASX 24	<input type="radio"/> ASX TECH
<input checked="" type="radio"/> Trading	<input type="radio"/> Clearing	<input type="radio"/> Settlement
<input type="radio"/> Operations	<input type="radio"/> Technology	<input type="radio"/> Market Data
<input checked="" type="radio"/> ALC	<input type="radio"/> ASX NET	<input type="radio"/> Rules
<input checked="" type="radio"/> Compliance	<input type="radio"/> Risk	<input checked="" type="radio"/> Other

Title

Downer EDI Limited – Accelerated Renounceable Entitlement Offer with Retail Rights Trading

Description

On 21 March 2017, Downer EDI Limited (Company) (ASX Code: DOW) announced a fully underwritten 2 for 5 accelerated pro-rata renounceable entitlement offer of new ordinary shares in the Company at an issue price of \$5.95 per new share to raise approximately \$1,011 million (Entitlement Offer).

The Entitlement Offer has the following two components.

- An accelerated institutional entitlement offer, where offers have been made to eligible institutional shareholders for them to apply for their pro-rata entitlement (Institutional Entitlement Offer).
- A retail entitlement offer, where offers will be made to eligible retail shareholders for them to apply for their pro-rata entitlement (Retail Entitlement Offer).

Rights trading of retail entitlements only is expected to commence on Friday, 24 March 2017 and end on Tuesday, 4 April 2017.

New ordinary shares issued under the Entitlement Offer will rank equally in all respects with existing ordinary shares.

The anticipated timetable in relation to the Entitlement Offer is set out below.

Date	Event
Tuesday 21 March 2017	Trading Halt commences Announcement of Takeover, and Entitlement Offer Institutional Entitlement Offer opens
Wednesday 22 March 2017	Institutional Entitlement Offer closes
Wednesday 22 March 2017	Institutional shortfall bookbuild opens
Thursday 23 March 2017	Institutional shortfall bookbuild closes
Friday 24 March 2017	Announcement of results of Institutional Entitlement Offer, including any undersubscriptions Trading Halt lifted Trading in ordinary shares resumes on an ex-entitlement basis (ASX code: DOW)

	Rights trading of retail entitlements <u>only</u> commences on a deferred settlement basis (ASX code: DOWR) Record Date for Entitlement Offer (7:00pm Sydney time)
Thursday 30 March 2017	Retail Entitlement Offer opens Retail Entitlement Offer booklet despatched and Retail entitlements issued
Friday 31 March 2017	Settlement of Institutional Entitlement Offer Rights trading of retail entitlements commences on a normal settlement basis (ASX code: DOWR)
Monday 3 April 2017	Issue of new shares under the Institutional Entitlement Offer and commencement of trading in new shares on a normal settlement basis (ASX code: DOW)
Tuesday 4 April 2017	Last day of Rights trading of retail entitlements (ASX code: DOWR)
Wednesday 5 April 2017	New shares to be issued under the Retail Entitlement Offer commence trading on a deferred settlement basis (ASX code: DOWN)
Tuesday 11 April 2017	Retail Entitlement Offer closes (5:00pm Sydney time)
Tuesday 18 April 2017	Announce results of Retail Entitlement Offer, including any undersubscriptions Retail shortfall bookbuild
Friday 21 April 2017	Settlement of Retail shortfall bookbuild
Monday 24 April 2017	Issue of new shares under the Retail Entitlement Offer Last day of deferred settlement trading in Retail Entitlement Offer shares (ASX code: DOWN)
Wednesday 26 April 2017	New shares issued under the Retail Entitlement Offer commence trading on a normal settlement basis (ASX code: DOW)
Thursday 27 April 2017	Despatch of holding statements for new shares under Retail Entitlement Offer

Settlement issues

Despite the fact that securities are trading 'ex entitlement' on ASX Trade, CHESS will not recognise for settlement purposes the 'ex entitlement' or the 'cum entitlement' tag on CHESS messages and CHESS will not maintain cum balances during the deemed 'CHESS ex-period', i.e. the period commencing on the deemed CHESS ex-date up to and including the record date. However, a record date cum balance will be available the business day following the record date, which will be equal to the registered holding balance at CHESS end of day on the record date. As a result any transfer that occurs prior to record date will be effectively transferred on a 'cum entitlement' basis.

Therefore, Participants must ensure that any transfer, including the priming of Broker Entrepot Accounts, is conducted in accordance with the basis of quote. For example, a transfer in relation to a transaction conducted on an 'ex entitlement' basis should ordinarily only occur post record date.

CHESS will perform automatic diary adjustments to 'cum entitlement' settlement obligations outstanding as at the record date.

Trading issues

ASX will not price a 'cum entitlement' market with respect to trading in the Company's securities. Persons who acquire the Company's securities after the commencement of the trading halt on Tuesday, 21 March 2017 are not entitled to participate in the Entitlement Offer.

What do I need to do and by when?

For further details, please refer to the Company's announcements.

Need more information?

For further information, please contact the Downer Offer Information Line on 1300 048 149 within Australia or +61 3 9415 4275 outside Australia from 8.30am to 5.30pm (Sydney time) Monday to Friday during the Retail Entitlement Offer.

Issued by

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Disclaimer