

Form 605

Corporations Act 2001

Section 671B

Notice of ceasing to be a substantial holder**To** Company Name/Scheme **Downer EDI Limited**ACN/ARSN **003 872 848****1. Details of substantial holder (1)**Name **Ausbil Investment Management Limited**ACN/ARSN (if applicable) **076 316 473**The holder ceased to be a substantial holder on **07/02/2019**The previous notice was given to the company on **04/05/2018**The previous notice was dated **08/05/2018****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
07/02/2019	Ausbil Investment Management Limited	On market trading	Refer to Annexure B	Refer to Annexure B	Refer to Annexure B

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

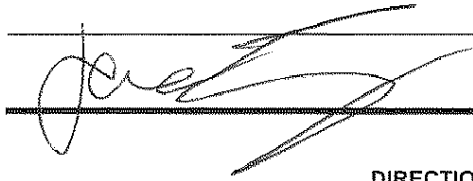
4. Addresses

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

Name	Address
Ausbil Investment Management Limited	Level 27, 225 George Street, Sydney NSW 2000

Signatureprint name **Jane Lamming**capacity **Chief Compliance Officer**

sign here



date 11/02/2019

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.

Annexure B

Ausbil Investment Management Limited


Downer EDI Limited

Security	Type	Accrual	Cash	Units in/(out)	Consideration
DOW	On Market	07/05/2018	09/05/2018	12,000	(86,666.40)
DOW	On Market	07/05/2018	09/05/2018	8,000	(57,777.60)
DOW	On Market	07/05/2018	09/05/2018	24,000	(173,332.80)
DOW	On Market	07/05/2018	09/05/2018	52,000	(375,554.40)
DOW	On Market	07/05/2018	09/05/2018	12,000	(86,666.40)
DOW	On Market	07/05/2018	09/05/2018	31,000	(223,888.20)
DOW	On Market	07/05/2018	09/05/2018	3,500	(25,277.70)
DOW	On Market	07/05/2018	09/05/2018	12,000	(86,666.40)
DOW	On Market	07/05/2018	09/05/2018	255,000	(1,841,661.00)
DOW	On Market	07/05/2018	09/05/2018	34,000	(245,554.80)
DOW	On Market	07/05/2018	09/05/2018	22,000	(158,888.40)
DOW	On Market	07/05/2018	09/05/2018	10,000	(72,222.00)
DOW	On Market	07/05/2018	09/05/2018	400	(2,888.88)
DOW	On Market	07/05/2018	09/05/2018	43,000	(310,554.60)
DOW	On Market	07/05/2018	09/05/2018	700	(5,055.54)
DOW	On Market	09/05/2018	11/05/2018	5,500	(39,034.05)
DOW	On Market	09/05/2018	11/05/2018	400	(2,838.84)
DOW	On Market	09/05/2018	11/05/2018	4,000	(28,388.40)
DOW	On Market	09/05/2018	11/05/2018	30,000	(212,913.00)
DOW	On Market	09/05/2018	11/05/2018	27,000	(191,621.70)
DOW	On Market	09/05/2018	11/05/2018	10,000	(70,971.00)
DOW	On Market	09/05/2018	11/05/2018	3,500	(24,839.85)
DOW	On Market	09/05/2018	11/05/2018	1,500	(10,645.65)
DOW	On Market	09/05/2018	11/05/2018	4,000	(28,388.40)
DOW	On Market	09/05/2018	11/05/2018	20,000	(141,942.00)
DOW	On Market	09/05/2018	11/05/2018	4,500	(31,936.95)
DOW	On Market	09/05/2018	11/05/2018	20,000	(141,942.00)
DOW	On Market	10/05/2018	14/05/2018	50,000	(352,315.00)
DOW	On Market	17/05/2018	21/05/2018	(12,066)	87,562.96
DOW	On Market	01/06/2018	05/06/2018	145,274	(1,002,129.11)
DOW	On Market	04/06/2018	06/06/2018	(36,000)	248,148.00
DOW	On Market	04/06/2018	06/06/2018	36,000	(248,148.00)
DOW	On Market	05/06/2018	07/06/2018	(13,000)	89,000.60
DOW	On Market	05/06/2018	07/06/2018	67,519	(471,248.86)
DOW	On Market	15/06/2018	19/06/2018	(28,000)	193,628.40
DOW	On Market	15/06/2018	19/06/2018	(100,000)	691,530.00
DOW	On Market	25/06/2018	27/06/2018	(3,500)	23,590.00
DOW	On Market	27/06/2018	29/06/2018	(10,000)	67,561.00
DOW	On Market	06/07/2018	10/07/2018	(65,000)	464,516.00
DOW	On Market	06/07/2018	10/07/2018	36,111	(258,063.65)
DOW	On Market	06/07/2018	10/07/2018	28,889	(206,452.35)
DOW	On Market	09/07/2018	11/07/2018	43,939	(316,910.04)
DOW	On Market	09/07/2018	11/07/2018	2,501	(18,038.46)
DOW	On Market	09/07/2018	11/07/2018	95,320	(687,495.50)
DOW	On Market	10/07/2018	12/07/2018	38,313	(278,064.26)
DOW	On Market	10/07/2018	12/07/2018	299,056	(2,170,458.73)
DOW	On Market	10/07/2018	12/07/2018	77,276	(560,846.03)
DOW	On Market	11/07/2018	13/07/2018	(212,793)	1,528,002.70
DOW	On Market	23/07/2018	25/07/2018	84,118	(597,986.45)
DOW	On Market	23/07/2018	25/07/2018	1,504	(10,691.79)
DOW	In specie	24/07/2018	24/07/2018	44,748	(320,171.94)

DOW	On Market	26/07/2018	30/07/2018	21,828	(159,460.09)
DOW	On Market	26/07/2018	30/07/2018	183,170	(1,338,111.80)
DOW	On Market	26/07/2018	30/07/2018	45,002	(328,753.11)
DOW	On Market	26/07/2018	30/07/2018	492,044	(3,595,513.12)
DOW	On Market	26/07/2018	30/07/2018	90,627	(662,238.68)
DOW	On Market	02/08/2018	06/08/2018	254,802	(1,905,664.16)
DOW	On Market	02/08/2018	06/08/2018	46,200	(345,529.80)
DOW	On Market	03/08/2018	07/08/2018	90,000	(674,073.00)
DOW	On Market	08/08/2018	10/08/2018	7,143	(53,858.22)
DOW	On Market	08/08/2018	10/08/2018	1,429	(10,774.66)
DOW	On Market	08/08/2018	10/08/2018	38,571	(290,825.34)
DOW	On Market	08/08/2018	10/08/2018	35,714	(269,283.56)
DOW	On Market	08/08/2018	10/08/2018	4,286	(32,316.44)
DOW	On Market	08/08/2018	10/08/2018	2,000	(15,080.00)
DOW	On Market	08/08/2018	10/08/2018	5,714	(43,083.56)
DOW	On Market	08/08/2018	10/08/2018	24,286	(183,116.44)
DOW	On Market	08/08/2018	10/08/2018	28,571	(215,425.34)
DOW	On Market	08/08/2018	10/08/2018	17,143	(129,258.22)
DOW	On Market	08/08/2018	10/08/2018	7,143	(53,858.22)
DOW	On Market	08/08/2018	10/08/2018	429	(3,234.66)
DOW	On Market	08/08/2018	10/08/2018	27,571	(207,885.34)
DOW	On Market	09/08/2018	13/08/2018	73	(552.61)
DOW	On Market	09/08/2018	13/08/2018	5,331	(40,355.67)
DOW	On Market	09/08/2018	13/08/2018	4,846	(36,684.22)
DOW	On Market	09/08/2018	13/08/2018	24,231	(183,428.67)
DOW	On Market	09/08/2018	13/08/2018	1,212	(9,174.84)
DOW	On Market	09/08/2018	13/08/2018	29,076	(220,105.32)
DOW	On Market	09/08/2018	13/08/2018	6,300	(47,691.00)
DOW	On Market	09/08/2018	13/08/2018	1,575	(11,922.75)
DOW	On Market	09/08/2018	13/08/2018	4,362	(33,020.34)
DOW	On Market	09/08/2018	13/08/2018	18,173	(137,569.61)
DOW	On Market	09/08/2018	13/08/2018	20,838	(157,743.66)
DOW	On Market	09/08/2018	13/08/2018	8,238	(62,361.66)
DOW	On Market	09/08/2018	13/08/2018	5,331	(40,355.67)
DOW	On Market	09/08/2018	13/08/2018	303	(2,293.71)
DOW	On Market	09/08/2018	13/08/2018	20,111	(152,240.27)
DOW	On Market	10/08/2018	14/08/2018	36,000	(270,792.00)
DOW	On Market	10/08/2018	14/08/2018	(36,000)	270,792.00
DOW	On Market	15/08/2018	17/08/2018	(32,500)	243,496.50
DOW	On Market	16/08/2018	20/08/2018	6,809	(50,908.17)
DOW	On Market	16/08/2018	20/08/2018	234,069	(1,756,102.67)
DOW	On Market	16/08/2018	20/08/2018	319,311	(2,395,630.78)
DOW	On Market	16/08/2018	20/08/2018	56,643	(424,964.11)
DOW	On Market	22/08/2018	24/08/2018	(55,000)	418,825.00
DOW	On Market	22/08/2018	24/08/2018	(12,700)	96,710.50
DOW	On Market	22/08/2018	24/08/2018	(14,500)	110,417.50
DOW	On Market	23/08/2018	27/08/2018	(15,000)	115,800.00
DOW	On Market	23/08/2018	27/08/2018	15,000	(115,800.00)
DOW	On Market	27/08/2018	29/08/2018	(116,090)	903,458.82
DOW	On Market	27/08/2018	29/08/2018	(20,296)	157,951.59
DOW	On Market	03/09/2018	05/09/2018	611	(4,767.94)
DOW	On Market	03/09/2018	05/09/2018	126,533	(987,400.27)
DOW	On Market	03/09/2018	05/09/2018	(6,000)	46,841.40
DOW	On Market	03/09/2018	05/09/2018	26,479	(206,628.88)
DOW	On Market	05/09/2018	07/09/2018	(4,000)	31,120.00
DOW	On Market	06/09/2018	10/09/2018	17,183	(132,718.06)

DOW	On Market	06/09/2018	10/09/2018	148,524	(1,147,169.67)
DOW	On Market	06/09/2018	10/09/2018	40,345	(311,616.71)
DOW	On Market	11/09/2018	13/09/2018	(50,000)	389,935.00
DOW	On Market	12/09/2018	14/09/2018	45,044	(355,518.78)
DOW	On Market	12/09/2018	14/09/2018	364,117	(2,873,866.25)
DOW	On Market	12/09/2018	14/09/2018	90,839	(716,964.98)
DOW	On Market	13/09/2018	17/09/2018	(30,000)	237,087.00
DOW	On Market	17/09/2018	19/09/2018	(30,000)	237,363.00
DOW	On Market	28/09/2018	01/10/2018	7,000	(55,393.10)
DOW	On Market	28/09/2018	01/10/2018	(7,000)	55,393.10
DOW	On Market	04/10/2018	08/10/2018	99,929	(777,757.40)
DOW	On Market	16/10/2018	18/10/2018	2,500	(18,254.25)
DOW	On Market	16/10/2018	18/10/2018	10,000	(73,017.00)
DOW	On Market	16/10/2018	18/10/2018	1,500	(10,952.55)
DOW	On Market	16/10/2018	18/10/2018	10,000	(73,017.00)
DOW	On Market	16/10/2018	18/10/2018	264,217	(1,923,684.71)
DOW	On Market	16/10/2018	18/10/2018	15,000	(109,525.50)
DOW	On Market	16/10/2018	18/10/2018	42,987	(312,975.45)
DOW	On Market	16/10/2018	18/10/2018	10,000	(73,017.00)
DOW	On Market	16/10/2018	18/10/2018	51,000	(372,386.70)
DOW	On Market	23/10/2018	25/10/2018	175,742	(1,236,801.90)
DOW	On Market	05/11/2018	07/11/2018	(4,264)	28,804.60
DOW	In specie	05/11/2018	05/11/2018	(551,740)	3,724,245.00
DOW	On Market	12/11/2018	14/11/2018	(280,294)	1,958,946.74
DOW	On Market	12/11/2018	14/11/2018	(44,720)	312,543.61
DOW	On Market	13/11/2018	15/11/2018	(238,204)	1,641,082.64
DOW	On Market	23/11/2018	27/11/2018	(291,765)	1,893,117.20
DOW	In specie	23/11/2018	23/11/2018	192,407	(1,244,873.29)
DOW	On Market	26/11/2018	28/11/2018	(5,921)	37,321.84
DOW	On Market	27/11/2018	29/11/2018	(126,043)	796,377.49
DOW	On Market	30/11/2018	04/12/2018	(2,962)	18,749.16
DOW	On Market	30/11/2018	04/12/2018	(207,955)	1,305,874.22
DOW	On Market	30/11/2018	04/12/2018	(579,763)	3,640,679.73
DOW	On Market	30/11/2018	04/12/2018	(171,441)	1,076,580.90
DOW	On Market	03/12/2018	05/12/2018	(2,957)	18,873.35
DOW	On Market	06/12/2018	10/12/2018	(107,122)	659,389.47
DOW	On Market	06/12/2018	10/12/2018	(812,822)	5,003,325.82
DOW	On Market	06/12/2018	10/12/2018	(210,515)	1,295,825.08
DOW	On Market	14/12/2018	18/12/2018	115,031	(748,851.81)
DOW	On Market	14/12/2018	18/12/2018	6,540	(42,575.40)
DOW	In specie	17/12/2018	17/12/2018	476,228	(3,166,916.20)
DOW	On Market	18/12/2018	20/12/2018	(31,224)	206,590.47
DOW	On Market	18/12/2018	20/12/2018	(27,539)	182,209.04
DOW	On Market	20/12/2018	24/12/2018	6,560	(42,476.00)
DOW	On Market	20/12/2018	24/12/2018	(67,404)	435,996.03
DOW	On Market	20/12/2018	24/12/2018	(501,651)	3,244,879.33
DOW	On Market	20/12/2018	24/12/2018	(130,945)	847,004.64
DOW	On Market	27/12/2018	31/12/2018	(150,081)	978,873.31
DOW	On Market	28/12/2018	02/01/2019	9,566	(63,193.95)
DOW	On Market	04/01/2019	08/01/2019	(72,002)	468,675.42
DOW	On Market	04/01/2019	08/01/2019	(571,779)	3,721,823.87
DOW	On Market	04/01/2019	08/01/2019	(144,031)	937,526.59
DOW	On Market	11/01/2019	15/01/2019	(36,836)	256,378.56
DOW	On Market	22/01/2019	24/01/2019	(30,000)	216,840.00
DOW	On Market	22/01/2019	24/01/2019	30,000	(216,840.00)
DOW	On Market	24/01/2019	29/01/2019	(3,940)	28,561.06

DOW	On Market	30/01/2019	01/02/2019	(2,662)	19,120.35
DOW	On Market	30/01/2019	01/02/2019	(9,000)	64,766.70
DOW	On Market	06/02/2019	08/02/2019	(2,657)	20,048.92
DOW	On Market	07/02/2019	11/02/2019	(80,000)	580,608.00
DOW	On Market	07/02/2019	11/02/2019	(4,053)	29,492.47
DOW	On Market	07/02/2019	11/02/2019	(17,695)	128,761.21
DOW	On Market	07/02/2019	11/02/2019	(158,979)	1,156,842.49
DOW	On Market	07/02/2019	11/02/2019	(35,304)	256,896.62
				(297,760)	


 Jane Hamming
 Chief Compliance Officer
 11-Feb-19