

**Form 604  
Corporations Act 2001  
Section 671B**

**Notice of Change of Interests of Substantial Holder**

To: **DOWNER EDI LIMITED**

ACN/ARSN:

**1. Details of substantial holder (1)**

Name: FIL Limited and the entities listed in Annexure A ("FIL")

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

05 April 2019

The previous notice was given to the company on

07 May 2018

The previous notice was dated

07 May 2018

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

<b>Class of Securities (4)</b>	<b>Previous Notice Person's votes</b>	<b>Previous Notice Voting Power (5)</b>	<b>Present Notice Person's votes</b>	<b>Present Notice Voting Power (5)</b>
COMMON STOCK	37,184,187	6.25%	30,859,896	5.19%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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:

<b>Date of Change</b>	<b>Person whose relevant interest changed</b>	<b>Nature of change (6)</b>	<b>Consideration given in relation to change (7)</b>	<b>Class and number of securities affected</b>	<b>Person's votes affected</b>
				<b>COMMON STOCK</b>	<b>COMMON STOCK</b>
05/04/2018	FIL	BUY	7.1431 AUD	1,161	1,161
05/04/2018	FIL	BUY	7.1431 AUD	5,887	5,887
05/04/2018	FIL	BUY	7.1431 AUD	6,608	6,608
05/04/2018	FIL	BUY	7.1431 AUD	10,998	10,998
05/04/2018	FIL	BUY	7.1431 AUD	35,875	35,875
05/04/2018	FIL	BUY	7.1431 AUD	36,260	36,260
05/04/2018	FIL	BUY	7.1431 AUD	46,367	46,367
05/04/2018	FIL	BUY	7.1431 AUD	79,416	79,416
05/04/2018	FIL	BUY	7.1431 AUD	127,428	127,428
05/07/2018	FIL	BUY	7.2189 AUD	3,317	3,317
05/07/2018	FIL	BUY	7.2189 AUD	16,816	16,816

05/07/2018	FIL	BUY	7.2189 AUD	18,875	18,875
05/07/2018	FIL	BUY	7.2189 AUD	31,417	31,417
05/07/2018	FIL	BUY	7.2189 AUD	102,478	102,478
05/07/2018	FIL	BUY	7.2189 AUD	103,578	103,578
05/07/2018	FIL	BUY	7.2189 AUD	132,451	132,451
05/07/2018	FIL	BUY	7.2189 AUD	226,858	226,858
05/07/2018	FIL	BUY	7.2189 AUD	364,007	364,007
05/08/2018	FIL	BUY	7.2910 AUD	3,260	3,260
05/08/2018	FIL	BUY	7.2910 AUD	16,532	16,532
05/08/2018	FIL	BUY	7.2910 AUD	18,555	18,555
05/08/2018	FIL	BUY	7.2910 AUD	30,885	30,885
05/08/2018	FIL	BUY	7.2910 AUD	100,742	100,742
05/08/2018	FIL	BUY	7.2910 AUD	101,824	101,824
05/08/2018	FIL	BUY	7.2910 AUD	130,208	130,208
05/08/2018	FIL	BUY	7.2910 AUD	223,017	223,017
05/08/2018	FIL	BUY	7.2910 AUD	357,842	357,842
07/23/2018	FIL	BUY	7.1050 AUD	17,979	17,979
08/08/2018	FIL	BUY	7.5384 AUD	72,076	72,076
08/15/2018	FIL	SELL	7.4493 AUD	126,146	126,146
11/20/2018	FIL	SELL	6.7414 AUD	8,212	8,212
11/30/2018	FIL	BUY	6.2876 AUD	70,028	70,028
12/28/2018	FIL	BUY	6.6062 AUD	3,724	3,724
12/28/2018	FIL	BUY	6.6062 AUD	7,956	7,956
12/28/2018	FIL	BUY	6.6062 AUD	27,532	27,532
12/31/2018	FIL	BUY	6.7661 AUD	43,737	43,737
12/31/2018	FIL	BUY	6.7661 AUD	93,455	93,455
12/31/2018	FIL	BUY	6.7661 AUD	323,384	323,384
01/02/2019	FIL	BUY	6.7129 AUD	91,882	91,882
01/02/2019	FIL	BUY	6.7129 AUD	196,327	196,327
01/02/2019	FIL	BUY	6.7129 AUD	679,356	679,356
01/03/2019	FIL	BUY	6.7401 AUD	49,113	49,113
01/03/2019	FIL	BUY	6.7401 AUD	104,938	104,938
01/03/2019	FIL	BUY	6.7401 AUD	363,122	363,122
01/04/2019	FIL	BUY	6.5185 AUD	28,001	28,001
01/04/2019	FIL	BUY	6.5185 AUD	59,831	59,831
01/04/2019	FIL	BUY	6.5185 AUD	207,034	207,034
01/07/2019	FIL	BUY	6.7962 AUD	22,629	22,629
01/07/2019	FIL	BUY	6.7962 AUD	27,392	27,392
01/07/2019	FIL	BUY	6.7962 AUD	60,469	60,469
01/16/2019	FIL	SELL	7.0863 AUD	6,327	6,327
02/21/2019	FIL	SELL	7.2445 AUD	102,060	102,060
02/21/2019	FIL	SELL	7.2445 AUD	110,843	110,843
02/21/2019	FIL	SELL	7.2445 AUD	113,979	113,979
02/22/2019	FIL	SELL	7.2108 AUD	202,944	202,944
02/22/2019	FIL	SELL	7.2108 AUD	220,409	220,409
02/22/2019	FIL	SELL	7.2108 AUD	226,647	226,647
04/05/2019	FIL	Transition Out	7.7500 AUD	9,317,339	9,317,339

#### 4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

#### 5. Changes in Association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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
N/A	

#### 6. Addresses

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

Refer to Annexure A



Sign Here \_\_\_\_\_

**Dated: 09 April 2019**

**Jen Li**

**Head of Regulatory Reporting, Asia Pacific**

**Duly authorized under Powers of Attorney by and on behalf of FIL Limited**

#### Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000, Australia	BROWN BROTHERS HARRIMAN AND CO	Investment Discretion / Voting Power	108,791
		JP MORGAN, BOURNEMOUTH (C)		20,206,357
		NATIONAL ASTL BK MELBOURNE (S)		2,658,182
		NORTHERN TRUST LONDON (C)		3,958,098
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	CITIBANK LONDON		3,520,505
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)		22,046
FIL PENSIONS MANAGEMENT	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	BNP PARIBAS SEC SRVS ITALY		385,917

Grand Total				30,859,896
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