

Form 604

Corporations Act 2001
Section 671B

Notice of Change of Interests of Substantial Holder

To Company Name/Scheme: DOWNER EDI LIMITED (ASX Code: DOW)
ACN/ARSN: ACN 003 872 848

1. Details of Substantial Holder

Name: Sumitomo Mitsui Trust Holdings, Inc. (SMTH) and its Subsidiaries
as listed in Annexure C

ACN/ARSN (if applicable) n/a

There was a change in the Interests of the Substantial Holder on: 07 May 2020

The previous notice was given to the company on: 20 February 2020

The previous notice was dated: 18 February 2020

2. Previous & 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 had a relevant interest in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities	Previous Notice		Present Notice	
	Person's Votes	Voting Power	Person's Votes	Voting Power
Fully Paid Ordinary	30,221,911	5.08%	37,739,692	6.35%

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:

Date of Change	Person whose Relevant Interest Changed	Nature of Change	Consideration Given in Relation to Change	Class & Number of Securities Affected	Person's Votes Affected
Refer Annexure 1					

4. Present Relevant Interest

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

Holder of Relevant Interest	Registered Holder of Securities	Persons Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Persons Votes
Refer Annexure 2					

5. Changes in Association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name & ACN/ARSN (if applicable)	Nature of Association
n/a	

6. Addresses

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

Name	Address
Nikko AM Limited (NAML)	Level 26, One International Towers Sydney, 100 Barangaroo Avenue, Barangaroo NSW 2000
Nikko Asset Management Co., Ltd (NAM)	Midtown Tower 9-7-1 Akasaka, Minato-ku Tokyo 107-6242 Japan
Sumitomo Mitsui Trust Asset Management Co., Ltd (SMTAM)	1-1-1 Shibakoen Minato-Ku, Tokyo 105- 0011, Japan
Sumitomo Mitsui Trust Holdings, Inc. (SMTH)	1-4-1 Marunouchi, Chiyoda-ku, Tokyo 100- 8233, Japan

Signature

Print Name: Saffick Ramjahn Capacity: Authorised Person of SMTH

Signed: _____ Date: 11 May 2020

ANNEXURE 1**Part 3 - Changes in Relevant Interests**

Date Range of Change	Person whose Relevant Interest Changed	Nature of Change	Consideration Given in Relation to Change	Class & Number of Securities Affected	Person's Votes Affected
18 February 2020 to 07 May 2020	Nikko AM Limited (NAML)	Purchase of Shares	\$ 35,716,062	Fully Paid Ordinary & 8,584,484	8,584,484
18 February 2020 to 07 May 2020	Nikko AM Limited (NAML)	Sale of Shares	\$ 4,048,617	Fully Paid Ordinary & 973,059	973,059
18 February 2020 to 07 May 2020	Nikko Asset Management Co., Ltd (NAM)	Purchase of Shares	\$ 646,368	Fully Paid Ordinary & 149,592	149,592
18 February 2020 to 07 May 2020	Nikko Asset Management Co., Ltd (NAM)	Sale of Shares	\$ 88,062	Fully Paid Ordinary & 16,733	16,733
18 February 2020 to 07 May 2020	Sumitomo Mitsui Trust Asset Management Co., Ltd (SMTAM)	Sale of Shares	\$ 657,569	Fully Paid Ordinary & 226,503	226,503

ANNEXURE 2

Part 4 - Present Relevant Interest

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
Nikko AM Limited (NAML)	BNP Paribas Security Services Pty Ltd	<account 3> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 3,522,737	3,522,737
Nikko AM Limited (NAML)	BNP Paribas Security Services Pty Ltd	<account 7> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 975,264	975,264
Nikko AM Limited (NAML)	BNP Paribas Security Services Pty Ltd	<account 47> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 207,462	207,462
Nikko AM Limited (NAML)	BNP Paribas Security Services Pty Ltd	<account 56> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 238,510	238,510
Nikko AM Limited (NAML)	JP Morgan Nominees Australia Ltd	<account 54> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 421,435	421,435
Nikko AM Limited (NAML)	BNP Paribas Security Services Pty Ltd	<account 44> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 2,545,815	2,545,815
Nikko AM Limited (NAML)	Citicorp Nominees Pty Limited	<account 75> Citicorp Nominees Pty Limited Level 25	Investment Manager	Fully Paid Ordinary & 4,127,665	4,127,665

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
		2 Park Street SYDNEY NSW 2000			
Nikko AM Limited (NAML)	National Australia Bank Limited (NAB Custodian Services)	<account 88> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 2,008,636	2,008,636
Nikko AM Limited (NAML)	Citicorp Nominees Pty Limited	<account 59> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	Investment Manager	Fully Paid Ordinary & 218,969	218,969
Nikko AM Limited (NAML)	BNP Paribas Security Services Pty Ltd	<account 9> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 423,678	423,678
Nikko AM Limited (NAML)	BNP Paribas Security Services Pty Ltd	<account 87> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 216,198	216,198
Nikko AM Limited (NAML)	National Australia Bank Limited (NAB Custodian Services)	<account 91> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 1,042,481	1,042,481
Nikko AM Limited (NAML)	Citicorp Nominees Pty Limited	<account 92> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	Investment Manager	Fully Paid Ordinary & 667,563	667,563

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
Nikko AM Limited (NAML)	JP Morgan Nominees Australia Ltd	<account 94> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 889,146	889,146
Nikko AM Limited (NAML)	BNP Paribas Security Services Pty Ltd	<account 98> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 1,071,309	1,071,309
Nikko AM Limited (NAML)	BNP Paribas Security Services Pty Ltd	<account 99> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 1,213,762	1,213,762
Nikko AM Limited (NAML)	JP Morgan Nominees Australia Ltd	<account 100> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 423,966	423,966
Nikko AM Limited (NAML)	JP Morgan Nominees Australia Ltd	<account 101> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 178,951	178,951
Nikko AM Limited (NAML)	HSBC Custody Nominees (Australia) Limited	<account 102> HSBC Custody Nominees (Australia) Limited Level 36, Tower 1, International Towers Sydney, 100 Barangaroo Avenue, Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 3,378,020	3,378,020
Nikko AM Limited (NAML)	BNP Paribas Security Services Pty Ltd	<account 103> BNP Paribas Security Services Pty Ltd	Investment Manager	Fully Paid Ordinary & 300,484	300,484

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
		60 Castlereagh Street Sydney NSW 2000			
Nikko AM Limited (NAML)	JP Morgan Nominees Australia Ltd	<account 104> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 2,043,146	2,043,146
Nikko AM Limited (NAML)	JP Morgan Nominees Australia Ltd	<account 105> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 3,755,437	3,755,437
Nikko AM Limited (NAML)	HSBC Custody Nominees (Australia) Limited	<account 106> HSBC Custody Nominees (Australia) Limited Level 36, Tower 1, International Towers Sydney, 100 Barangaroo Avenue, Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 999,602	999,602
Nikko AM Limited (NAML)	State Street Australia Limited	<account 107> State Street Australia Limited, 420 George Street, Sydney, NSW 2000	Investment Manager	Fully Paid Ordinary & 4,068,089	4,068,089
Nikko AM Limited (NAML)	State Street Australia Limited	<account 108> State Street Australia Limited, 420 George Street, Sydney, NSW 2000	Investment Manager	Fully Paid Ordinary & 193,520	193,520
Nikko AM Limited (NAML)	State Street Australia Limited	<account 109> State Street Australia Limited, 420 George Street, Sydney, NSW 2000	Investment Manager	Fully Paid Ordinary & 2,085,908	2,085,908
Nikko Asset Management Co., Ltd (NAM)	Mizuho Trust & Banking Co., Ltd.	<Trust of Fund 1> 1-2-1 Yaesu, Chuo-ku, Tokyo	Investment Manager	Fully Paid Ordinary & 513,275	513,275

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
Sumitomo Mitsui Trust Asset Management Co.,Ltd.(SMTAM)	Japan Trustee Services Bank,Ltd.	<Trust of Fund 1> 1-8-11 Harumi,Chuo-ku,Tokyo 104-6107,Japan	Investment Manager	Fully Paid Ordinary & 8,664	8,664

Annexure 3 Sumitomo subsidiaries

Sumitomo Mitsui Trust Holdings Inc. Subsidiaries:

Sumitomo Mitsui Trust Bank, Limited

Sumitomo Mitsui Trust Asset Management Co., Ltd.

Sumitomo Mitsui Trust International Limited

Nikko Asset Management Co., Ltd.

Nippon Institutional Securities Co., Ltd.

Nikko Asset Management Americas, Inc.

Nikko Asset Management Asia Limited

Nikko Asset Management Australia Limited

Nikko Asset Management Europe Ltd

Nikko AM Limited

Nikko Asset Management International Limited

AIIMAN Asset Management Sdn.Bhd.

Nikko Asset Management New Zealand Limited

Nikko AM Americas Holding Co., Inc.

Nikko AM Global Holdings Limited

Nikko Asset Management Hong Kong Limited

Nikko AM Global Cayman Limited

Nikko AM (Cayman) Ltd

Nikko Asset Management Luxembourg S.A.

NAMA Investment Partneres, Inc.

Nikko AM Equities Australia Pty Limited

Affin Hwang Asset Management Berhad

AccelVantage Academy Sdn.Bhd.

Rongtong Fund Management Co., Ltd

Shen Zhen Rongtong Capital Management Co., Ltd.

Rongtong Global Investment Limited

Bintang Capital Partners Berhad

Mutual Fund & Insurance Research Institute

MJV Co., Ltd.

Sky Ocean Asset Management Co, Ltd.

JP Asset Management Co., Ltd.

SBI Sumishin Net Bank, Ltd.

SBI Sumishin Net Bank Card Co., Ltd.

SBI Card Co., Ltd.

NetMove Corporation

Dayta Consulting Co., Ltd.

Sumitomo Mitsui Trust General Service Co., Ltd.

Sumitomo Mitsui Trust Career Partners Co., Ltd.

HR One Corporation

HR One Shanghai Co., Ltd.

Sumitomo Mitsui Trust Systems & Services Co., Ltd.

Sumitomo Mitsui Trust Guarantee Co., Ltd.

Sumishin Guaranty Company Limited

Sumitomo Mitsui Trust Wealth Partners Co., Ltd.

Sumitomo Mitsui Trust Card Co., Ltd.

Sumitomo Mitsui Trust Club Co., Ltd.

Sumitomo Mitsui Trust Life Partners Co., Ltd.

Sumitomo Mitsui Trust Business Service Co., Ltd.

Cardif Assurance Vie Japan

Cardif Assurances Risques Divers Japan

Sumitomo Mitsui Trust Loan & Finance Co., Ltd.

Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.

Japan Machinery Leasing and Sales Co., Ltd.

Sumitomo Mitsui Trust Leasing (SINGAPORE) Pte.Ltd.

OIF(PANAMA) S.A.

SMPT OCEAN PTE.LTD.

Sumishin Life Card Company, Limited

Zijin Trust Co., Ltd

Nanjing Zijin Financial Leasing Co., Ltd.

Marubeni SumiT Rail Transport Inc.

Midwest Rail Corporation

Sumitomo Mitsui Trust Bank(Thai) Public Company Limited

BIDV-SuMi TRUST Leasing Co.,Ltd.

Japan Management Succession Support Co. Ltd.

Sumitomo Mitsui Trust Investment Co., Ltd.

Sumitomo Mitsui Trust(Hong Kong) Limited

Sumitomo Mitsui Trust Real Estate Investment Management Co., Ltd.

Enex Asset Management Co., Ltd.

Tokyo Securities Transfer Agent Co.,Ltd.

Japan Securities Agents, Ltd.

Sumitomo Mitsui Trust TA Solution, Ltd.

Japan Stockholders Data Service Company, Limited

Sumitomo Mitsui Trust Research Institute Co., Ltd.

Sumitomo Mitsui Trust Realty Co., Ltd.

Mitsui & Co., Logistics Partners Ltd.

JTC Holdings, Ltd.

Japan Trustee Services Bank, Ltd.

Trust & Custody Services Bank, Ltd

NS Holdings LLP

NS Asset Management LLP

Sumitomo Mitsui Trust Bank (Luxembourg)S.A.

Sumitomo Mitsui Trust Bank (U.S.A.) Limited

Sumitomo Mitsui Trust (Ireland) Limited

SMT Fund Services (Ireland) Limited

SMT Trustees (Ireland) Limited

G.A.S. (Cayman) Limited

Sumitomo Mitsui Trust (UK) Limited

Japan Pension Operation Service, Ltd.
