

**FAX COVER SHEET**

DATE: 28 AUGUST 2020	
TO: Market Announcements Office	FROM: MATT SZIMANSKI
COMPANY: ASX	T. ROWE PRICE ASSOCIATES, INC.
FAX NUMBER: 9011 61 2 9347 0005	FAX NUMBER: 410-345-2306
PHONE NUMBER:	PHONE NUMBER: 410-577-5002
NUMBER OF PAGES INCLUDING COVER SHEET:4	

To Whom It May Concern:

See attached **Form 605** for **Downer EDI Ltd.**

Please contact me at the above phone number or by email at matt.szimanski@troweprice.com if you have any questions.

This form is also being sent to the company.

Regards,

Matt Szimanski
T. Rowe Price Associates, Inc.
Legal Compliance
Phone: (410) 577-5002
Fax: (410) 345-2035

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Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme Downer EDI LimitedACN/ARSN 003 872 848**1. Details of substantial holder(1)**Name T. Rowe Price Associates, Inc.

ACN/ARSN (if applicable) _____

The holder ceased to be a
substantial holder on26 / 08 / 2020

The previous notice was given to the company on

08 / 06 / 2020

The previous notice was dated

04 / 06 / 2020**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
See Annexure 1					

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

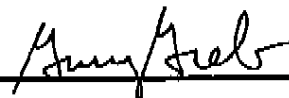
4. Addresses

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

Name	Address
T. Rowe Price Associates, Inc.	100 East Pratt Street, Baltimore, MD 20202
T. Rowe Price International Ltd	60 Queen Victoria Street, London, EC4N 4T2, United Kingdom

Signatureprint name Gary Grabcapacity Vice President

sign here

date 28 / 08 / 2020

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 1

<u>Date of Change</u>	<u>Person whose relevant interest changed</u>	<u>Nature of change</u>	<u>Consideration given in relation to change (AUD)</u>	<u>Class and number of securities</u>	<u>Person's votes affected</u>
5-Jun-20	T. Rowe Price International Ltd	Purchase	4.817	21,849 ordinary shares	21,849
9-Jun-20	T. Rowe Price International Ltd	Sale	5.356	846 ordinary shares	846
9-Jun-20	T. Rowe Price International Ltd	Sale	5.356	1,420 ordinary shares	1,420
10-Jun-20	T. Rowe Price International Ltd	Purchase	5.120	19,110 ordinary shares	19,110
11-Jun-20	T. Rowe Price International Ltd	Sale	5.040	501 ordinary shares	501
18-Jun-20	T. Rowe Price International Ltd	Sale	4.757	1,155 ordinary shares	1,155
18-Jun-20	T. Rowe Price International Ltd	Sale	4.757	6,357 ordinary shares	6,357
26-Jun-20	T. Rowe Price International Ltd	Sale	4.208	11,857 ordinary shares	11,857
6-Jul-20	T. Rowe Price International Ltd	Sale	4.438	4,425 ordinary shares	4,425
16-Jul-20	T. Rowe Price International Ltd	Purchase	4.270	11,517 ordinary shares	11,517
22-Jul-20	T. Rowe Price International Ltd	Purchase	3.750	232,736 ordinary shares	232,736
22-Jul-20	T. Rowe Price International Ltd	Purchase	3.750	1,881,359 ordinary shares	1,881,359
22-Jul-20	T. Rowe Price International Ltd	Purchase	3.750	72,855 ordinary shares	72,855
22-Jul-20	T. Rowe Price International Ltd	Purchase	3.750	2,824 ordinary shares	2,824
22-Jul-20	T. Rowe Price International Ltd	Purchase	3.750	99,231 ordinary shares	99,231
22-Jul-20	T. Rowe Price International Ltd	Purchase	3.750	7,990 ordinary shares	7,990
22-Jul-20	T. Rowe Price International Ltd	Purchase	3.750	2,999,070 ordinary shares	2,999,070
22-Jul-20	T. Rowe Price International Ltd	Purchase	3.750	6,181 ordinary shares	6,181
22-Jul-20	T. Rowe Price International Ltd	Purchase	3.750	2,764 ordinary shares	2,764
22-Jul-20	T. Rowe Price International Ltd	Purchase	4.270	12,310 ordinary shares	12,310
22-Jul-20	T. Rowe Price International Ltd	Purchase	4.270	18,592 ordinary shares	18,592
29-Jul-20	T. Rowe Price International Ltd	Sale	4.136	15,000 ordinary shares	15,000
29-Jul-20	T. Rowe Price International Ltd	Sale	4.266	12,422 ordinary shares	12,422
30-Jul-20	T. Rowe Price International Ltd	Sale	4.280	3,040 ordinary shares	3,040
5-Aug-20	T. Rowe Price International Ltd	Purchase	4.104	36,000 ordinary shares	36,000
6-Aug-20	T. Rowe Price International Ltd	Sale	4.059	10,873 ordinary shares	10,873
10-Aug-20	T. Rowe Price International Ltd	Purchase	4.091	1,540 ordinary shares	1,540
24-Aug-20	T. Rowe Price International Ltd	Sale	4.238	63,693 ordinary shares	63,693
26-Aug-20	T. Rowe Price International Ltd	Sale	4.309	163,857 ordinary shares	163,857

This is annexure 1 referred to on page 1 of Form 605 (Notice of change of interest of substantial holder)


 Gary Greb, Vice President

28-Aug-20