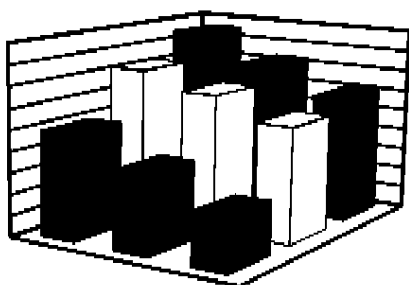


Jessica Roberts  
*LSV Asset Management*  
(312) 242-2475  
jroberts@lsvasset.com

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## *LSV Asset Management*

**155 North Wacker Drive  
Chicago, IL 60606**

**Tel: 312-460-2443  
Fax: 312-220-9241**

**To:** Company Announcements Office

**Company:** Australian Securities Exchange

**Email:** \_\_\_\_\_

**Fax:** +61 2 9347 0005

**From:** LSV Asset Management

**Date:** December 6, 2016

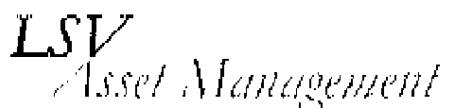
**# of Pages Including Cover Sheet:** 4

**Comments:**

Please contact me at (312) 242-2475 or [jroberts@lsvasset.com](mailto:jroberts@lsvasset.com) with any questions.

Thank you, Jessica Roberts

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December 6, 2016

The Manager  
Company Announcements Office  
Australian Securities Exchange

Re: LSV Asset Management Substantial Holding in Downer EDI Limited

Dear Sir/Madam:

LSV Asset Management is providing Form 605 Notice of Ceasing to be a Substantial Holder under Section 671B of the Corporations Act 2001 in respect of Downer EDI Limited shares.

A copy of this notice has also been delivered to Downer EDI Limited.

Regards,

A handwritten signature in black ink, appearing to read "Josh O'Donnell".

Josh O'Donnell  
Chief Compliance Officer / Chief Legal Officer

**Form 605**Corporations 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 LSV Asset ManagementACN/ARSN (if applicable) ARBN 109 438 173The holder ceased to be a  
substantial holder on05/12/2016

The previous notice was given to the company on

19/05/2016

The previous notice was dated

20/05/2016**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
Please see Annexure A					

**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
Not applicable	

**4. Addresses**

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

Name	Address
LSV Asset Management	155 North Wacker Drive, Suite 4600 Chicago, Illinois 60606 USA

**Signature**print name Josh O'Donnellcapacity Chief Compliance Officer

sign here

date 06/12/2016

This is Annexure 'A' referred to in the  
Form 605: Notice of ceasing to be a substantial holder  
from LSV Asset Management dated 05 DECEMBER 2016

**COMPANY: Downer EDI Limited (ARSN 003 872 848)**

**CHANGES IN RELEVANT INTERESTS**

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change (AUD)	Class and number of securities affected (Fully paid ordinary shares)	Person's votes affected
05/25/2016	LSV Asset Management	Purchase of shares	196,596.47	50,800	50,800
05/27/2016	LSV Asset Management	Transfer in of shares	564,720.00	144,800	144,800
06/15/2016	LSV Asset Management	Sale of shares	28,860.56	(7,700)	(7,700)
08/30/2016	LSV Asset Management	Sale of shares	25,378.90	(5,140)	(5,140)
09/30/2016	LSV Asset Management	Sale of shares	134,682.62	(25,000)	(25,000)
10/20/2016	LSV Asset Management	Transfer out of shares	3,653,488.00	(622,400)	(622,400)
10/20/2016	LSV Asset Management	Transfer out of shares	961,527.00	(162,100)	(162,100)
11/09/2016	LSV Asset Management	Transfer out of shares	463,680.00	(84,000)	(84,000)
11/21/2016	LSV Asset Management	Purchase of shares	147,754.84	26,900	26,900
11/22/2016	LSV Asset Management	Purchase of shares	1,242,200.19	222,000	222,000
11/23/2016	LSV Asset Management	Purchase of shares	1,431,396.94	256,000	256,000
12/05/2016	LSV Asset Management	Transfer out of shares	1,295,400.00	(215,900)	(215,900)



John O'Donnell, Chief Compliance Officer

Tuesday, December 06, 2016