Appendix 3C

Announcement of buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Downer EDI Limited	97 003 872 848

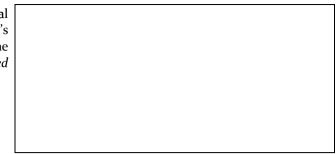
We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	On Market
2	⁺ Class of shares/units which is the subject of the buy-back (<i>eg</i> , <i>ordinary/preference</i>)	Ordinary
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the ⁺ class on issue	435,399,975
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	Ongoing Capital Management

⁺ See chapter 19 for defined terms.

8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)



On-market buy-back

9	Name of broker who will act on the company's behalf	UBS AG Australia Branch
10	Deleted 30/9/2001.	
11	If the company/trust intends to buy back a maximum number of shares - that number Note: This requires a figure to be included, not a percentage.	43,300,000
12	If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	20.08.2014 - 19.08.2015
13	If the company/trust intends to buy back shares/units if conditions are met - those conditions	The Company will only buy-back shares at such times and in such circumstances as are considered beneficial to the efficient capital management of the Company.

Employee share scheme buy-back

14	Number of shares proposed to be bought back	N/A
15	Price to be offered for shares	N/A

Selective buy-back

16	Name of person or description of class of person whose shares are proposed to be bought back	N/A
17	Number of shares proposed to be bought back	N/A
18	Price to be offered for shares	N/A
Equ 19	al access scheme Percentage of shares proposed to be bought back	N/A
20	Total number of shares proposed to be bought back if all offers are accepted	N/A
21	Price to be offered for shares	N/A
22	⁺ Record date for participation in offer Cross reference: Appendix 7A, clause 9.	N/A

Compliance statement

The company is in compliance with all Corporations Act requirements 1. relevant to this buy-back.

or, for trusts only:

- The trust is in compliance with all requirements of the Corporations Act as 1. modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
- There is no information that the listing rules require to be disclosed that has 2. not already been disclosed, or is not contained in, or attached to, this form.

Sign here:

Print name:

Company secretary Peter Tompkins

Date: 5 August 2014

⁺ See chapter 19 for defined terms.

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