

**FAX COVER SHEET**

DATE: 02 OCTOBER 2015	
TO: Market Announcements Office	FROM: RICKY NEWSOME
COMPANY: ASX	T. ROWE PRICE ASSOCIATES, INC.
FAX NUMBER: 61 2 9347 0005	FAX NUMBER: 410-345-2035
PHONE NUMBER:	PHONE NUMBER: 410-345-2306
NUMBER OF PAGES INCLUDING COVER SHEET: 7	

To Whom It May Concern:

See attached **Form 604** for **Downer EDI Limited**.

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

This form is also being sent to the company.

Regards,

Ricky Newsome
T. Rowe Price Associates, Inc.
Legal Compliance
Phone: (410) 345-2306
Fax: (410) 345-2035

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Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo 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) _____

There was a change in the interests of the
substantial holder on30 / 09 / 2015

The previous notice was given to the company on

02 / 03 / 2015

The previous notice was dated

26 / 02 / 2015**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:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	26,313,976	6.04%	30,791,991	7.11%

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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure 1					

4. Present relevant interests

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	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure 2					

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

6. Addresses

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

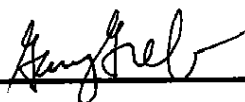
Name	Address
T. Rowe Price Associates, Inc.	100 East Pratt Street, Baltimore, MD 21202
T. Rowe Price International Ltd.	60 Queen Victoria Street, London, EC4N 4TZ, United Kingdom

Signature

print name Gary Greb

capacity Assistant Vice President

sign here



date 02 / 10 / 2015

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 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.
- (7) 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) 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>
27-Feb-15	T. Rowe Price International Ltd	Purchase	4.438	8,225 ordinary shares	8,225
27-Feb-15	T. Rowe Price International Ltd	Purchase	4.426	18,842 ordinary shares	18,842
27-Feb-15	T. Rowe Price International Ltd	Purchase	4.438	1,5078 ordinary shares	15,078
27-Feb-15	T. Rowe Price International Ltd	Purchase	4.426	34,547 ordinary shares	34,547
27-Feb-15	T. Rowe Price International Ltd	Purchase	4.444	6,762 ordinary shares	6,762
27-Feb-15	T. Rowe Price International Ltd	Purchase	4.438	176,596 ordinary shares	176,596
27-Feb-15	T. Rowe Price International Ltd	Purchase	4.426	404,584 ordinary shares	404,584
27-Feb-15	T. Rowe Price International Ltd	Purchase	4.438	101 ordinary shares	101
27-Feb-15	T. Rowe Price International Ltd	Purchase	4.426	230 ordinary shares	230
4-Mar-15	T. Rowe Price International Ltd	Purchase	4.548	426 ordinary shares	426
4-Mar-15	T. Rowe Price International Ltd	Purchase	4.451	1,095 ordinary shares	1,095
6-Mar-15	T. Rowe Price International Ltd	Purchase	4.435	188,114 ordinary shares	188,114
6-Mar-15	T. Rowe Price International Ltd	Purchase	4.429	25,165 ordinary shares	25,165
9-Mar-15	T. Rowe Price International Ltd	Purchase	4.406	117,428 ordinary shares	117,428
10-Mar-15	T. Rowe Price International Ltd	Purchase	4.412	3,751 ordinary shares	3,751
11-Mar-15	T. Rowe Price International Ltd	Purchase	4.406	518 ordinary shares	518
13-Mar-15	T. Rowe Price International Ltd	Purchase	4.407	344 ordinary shares	344
13-Mar-15	T. Rowe Price International Ltd	Purchase	4.407	329 ordinary shares	329
18-Mar-15	T. Rowe Price International Ltd	Purchase	4.303	4,330 ordinary shares	4,330
27-Mar-15	T. Rowe Price International Ltd	Purchase	4.545	176,581 ordinary shares	176,581
31-Mar-15	T. Rowe Price International Ltd	Purchase	4.470	105,927 ordinary shares	105,927
1-Apr-15	T. Rowe Price International Ltd	Purchase	4.480	252 ordinary shares	252
7-Apr-15	T. Rowe Price International Ltd	Purchase	4.513	56,661 ordinary shares	56,661
7-Apr-15	T. Rowe Price International Ltd	Purchase	4.506	57,784 ordinary shares	57,784
13-Apr-15	T. Rowe Price International Ltd	Purchase	4.350	670 ordinary shares	670
27-Apr-15	T. Rowe Price International Ltd	Purchase	4.436	272,697 ordinary shares	272,697
27-Apr-15	T. Rowe Price International Ltd	Purchase	4.436	322 ordinary shares	322
27-Apr-15	T. Rowe Price International Ltd	Purchase	4.436	977 ordinary shares	977
4-May-15	T. Rowe Price International Ltd	Purchase	4.611	20,391 ordinary shares	0
4-May-15	T. Rowe Price International Ltd	Purchase	4.611	32,327 ordinary shares	0
4-May-15	T. Rowe Price International Ltd	Purchase	4.611	10,202 ordinary shares	10,202
4-May-15	T. Rowe Price International Ltd	Purchase	4.611	8,326 ordinary shares	8,326
5-May-15	T. Rowe Price International Ltd	Purchase	4.689	3,917 ordinary shares	3,917
11-May-15	T. Rowe Price International Ltd	Sale	4.850	1,128 ordinary shares	1,128
20-May-15	T. Rowe Price International Ltd	Purchase	4.780	318 ordinary shares	318
20-May-15	T. Rowe Price International Ltd	Purchase	4.760	789 ordinary shares	789
20-May-15	T. Rowe Price International Ltd	Purchase	4.800	736 ordinary shares	736
27-May-15	T. Rowe Price International Ltd	Purchase	5.160	3,586 ordinary shares	3,586
28-May-15	T. Rowe Price International Ltd	Purchase	5.160	200 ordinary shares	200
28-May-15	T. Rowe Price International Ltd	Purchase	5.198	1,002 ordinary shares	1,002
1-Jun-15	T. Rowe Price International Ltd	Purchase	5.150	2,889 ordinary shares	2,889

Annexure 1

17-Jun-15	T. Rowe Price International Ltd	Purchase	5.010	2,466 ordinary shares	2,466
19-Jun-15	T. Rowe Price International Ltd	Purchase	4.975	195 ordinary shares	195
22-Jun-15	T. Rowe Price International Ltd	Purchase	4.920	528 ordinary shares	528
29-Jun-15	T. Rowe Price International Ltd	Purchase	4.595	336,878 ordinary shares	336,878
30-Jun-15	T. Rowe Price International Ltd	Purchase	4.689	200 ordinary shares	200
1-Jul-15	T. Rowe Price International Ltd	Purchase	4.950	1,176 ordinary shares	1,176
8-Jul-15	T. Rowe Price International Ltd	Purchase	4.620	19,683 ordinary shares	19,683
8-Jul-15	T. Rowe Price International Ltd	Purchase	4.620	91,167 ordinary shares	91,167
8-Jul-15	T. Rowe Price International Ltd	Purchase	4.646	193 ordinary shares	193
10-Jul-15	T. Rowe Price International Ltd	Sale	4.760	2,726 ordinary shares	2,726
20-Jul-15	T. Rowe Price International Ltd	Purchase	4.778	275 ordinary shares	275
24-Jul-15	T. Rowe Price International Ltd	Purchase	4.609	12,893 ordinary shares	12,893
24-Jul-15	T. Rowe Price International Ltd	Purchase	4.609	132,858 ordinary shares	132,858
28-Jul-15	T. Rowe Price International Ltd	Sale	4.490	23,666 ordinary shares	0
30-Jul-15	T. Rowe Price International Ltd	Purchase	4.535	503 ordinary shares	503
5-Aug-15	T. Rowe Price International Ltd	Purchase	4.515	188 ordinary shares	188
12-Aug-15	T. Rowe Price International Ltd	Purchase	3.795	1,067 ordinary shares	1,067
20-Aug-15	T. Rowe Price International Ltd	Purchase	3.580	14,722 ordinary shares	14,722
21-Aug-15	T. Rowe Price International Ltd	Purchase	3.538	801 ordinary shares	801
31-Aug-15	T. Rowe Price International Ltd	Purchase	3.613	403 ordinary shares	403
8-Sep-15	T. Rowe Price International Ltd	Purchase	3.397	149,535 ordinary shares	149,535
8-Sep-15	T. Rowe Price International Ltd	Purchase	3.402	50,000 ordinary shares	50,000
9-Sep-15	T. Rowe Price International Ltd	Purchase	3.482	235,605 ordinary shares	235,605
9-Sep-15	T. Rowe Price International Ltd	Purchase	3.471	50,000 ordinary shares	50,000
11-Sep-15	T. Rowe Price International Ltd	Purchase	3.489	20,977 ordinary shares	20,977
11-Sep-15	T. Rowe Price International Ltd	Purchase	3.489	28,333 ordinary shares	28,333
11-Sep-15	T. Rowe Price International Ltd	Purchase	3.489	361,731 ordinary shares	361,731
14-Sep-15	T. Rowe Price International Ltd	Purchase	3.495	12,758 ordinary shares	12,758
14-Sep-15	T. Rowe Price International Ltd	Purchase	3.495	17,233 ordinary shares	17,233
14-Sep-15	T. Rowe Price International Ltd	Purchase	3.495	220,009 ordinary shares	220,009
15-Sep-15	T. Rowe Price International Ltd	Purchase	3.484	4,899 ordinary shares	4,899
15-Sep-15	T. Rowe Price International Ltd	Purchase	3.479	5,104 ordinary shares	5,104
15-Sep-15	T. Rowe Price International Ltd	Purchase	3.484	6,617 ordinary shares	6,617
15-Sep-15	T. Rowe Price International Ltd	Purchase	3.479	6,893 ordinary shares	6,893
15-Sep-15	T. Rowe Price International Ltd	Purchase	3.484	84,484 ordinary shares	84,484
15-Sep-15	T. Rowe Price International Ltd	Purchase	3.479	88,003 ordinary shares	88,003
16-Sep-15	T. Rowe Price International Ltd	Purchase	3.473	10,411 ordinary shares	10,411
16-Sep-15	T. Rowe Price International Ltd	Purchase	3.473	14,062 ordinary shares	14,062
16-Sep-15	T. Rowe Price International Ltd	Purchase	3.473	179,527 ordinary shares	179,527
24-Sep-15	T. Rowe Price International Ltd	Purchase	3.418	10,576 ordinary shares	10,576
25-Sep-15	T. Rowe Price International Ltd	Purchase	3.330	701 ordinary shares	701
30-Sep-15	T. Rowe Price International Ltd	Purchase	3.340	8,121 ordinary shares	8,121
30-Sep-15	T. Rowe Price International Ltd	Purchase	3.350	8,121 ordinary shares	8,121
30-Sep-15	T. Rowe Price International Ltd	Purchase	3.315	102,528 ordinary shares	102,528
30-Sep-15	T. Rowe Price International Ltd	Purchase	3.338	2,031 ordinary shares	2,031
30-Sep-15	T. Rowe Price International Ltd	Purchase	3.340	31,879 ordinary shares	31,879
30-Sep-15	T. Rowe Price International Ltd	Purchase	3.350	31,879 ordinary shares	31,879

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30-Sep-15	T. Rowe Price International Ltd	Purchase	3.315	402,447 ordinary shares	402,447
30-Sep-15	T. Rowe Price International Ltd	Purchase	3.338	7,969 ordinary shares	7,969
30-Sep-15	T. Rowe Price International Ltd	Purchase	3.320	2,939 ordinary shares	2,939

This is annexure 1 referred to on page 1 of Form 604 (Notice of change of interest of substantial holder)



Gary Greb, Assistant Vice President

2-Oct-15

Annexure 1

<u>Holder of Relevant Interest</u>	<u>Registered holder of securities</u>	<u>Person entitled to be registered as holder</u>	<u>Nature of relevant interest</u>	<u>Class and number of securities</u>	<u>Person's Votes</u>
T. Rowe Price International Ltd.	Bank of New York Mellon	Bank of New York Mellon	Power to exercise vote and/or dispose of the securities as discretionary investment managers	132,120 ordinary shares	132,120
T. Rowe Price International Ltd.	JP Morgan Chase	JP Morgan Chase	Power to exercise vote and/or dispose of the securities as discretionary investment managers	30,577,163 ordinary shares	30,577,163
T. Rowe Price International Ltd.	State Street Bank & Trust Co.	State Street Bank & Trust Co.	Power to exercise vote and/or dispose of the securities as discretionary investment managers	82,708 ordinary shares	82,708

This is annexure 2 referred to on page 1 of Form 604 (Notice of change of interest of substantial holder)



Gary Greb, Assistant Vice President

2-Oct-15