

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial 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 became a substantial holder on 07 03 2023**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	34,158,001	34,158,001	5.08%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
T. Rowe Price International Ltd	Power to exercise vote and/or dispose of securities as discretionary investment managers	34,158,001

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure 1			

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
See Annexure 2		Cash	Non-cash	

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
T. Rowe Price Associates, Inc.	
T. Rowe Price International Ltd	T. Rowe Price International Ltd is a wholly owned subsidiary of T. Rowe Price Associates, Inc.

**7. 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 **Vice President**

sign here



date        /        /  
              09      03      2023

**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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

Annexure 1

<b><u>Holder of Relevant Interest</u></b>	<b><u>Registered holder of securities</u></b>	<b><u>Person entitled to be registered as holder (8)</u></b>	<b><u>Class and number of securities</u></b>
T. Rowe Price International Ltd	Bank of New York Mellon	Bank of New York Mellon	372,590 ordinary shares
T. Rowe Price International Ltd	JP Morgan Chase	JP Morgan Chase	33,166,241 ordinary shares
T. Rowe Price International Ltd	State Street Bank & Trust Co	State Street Bank & Trust Co	619,170 ordinary shares

This is annexure 1 referred to on page 1 of Form 603 (Notice of Initial Substantial Holder)



Gary Greb, Vice President

9-Mar-23

## Annexure 2

<b>Holder of Relevant Interest</b>	<b>Date of Acquisition</b>	<b>Consideration (cash - AUD)</b>	<b>Number of Shares</b>	<b>Class</b>
T. Rowe Price International Ltd	14-Nov-22	5.032	15,946	Ordinary
T. Rowe Price International Ltd	28-Nov-22	5.156	10,000	Ordinary
T. Rowe Price International Ltd	2-Dec-22	5.019	11,598	Ordinary
T. Rowe Price International Ltd	25-Jan-23	3.884	18,652	Ordinary
T. Rowe Price International Ltd	3-Feb-23	3.812	15,932	Ordinary
T. Rowe Price International Ltd	2-Mar-23	3.279	30,082	Ordinary
T. Rowe Price International Ltd	2-Mar-23	3.279	120,830	Ordinary
T. Rowe Price International Ltd	2-Mar-23	3.279	370,074	Ordinary
T. Rowe Price International Ltd	2-Mar-23	3.279	24,628	Ordinary
T. Rowe Price International Ltd	2-Mar-23	3.279	44,308	Ordinary
T. Rowe Price International Ltd	2-Mar-23	3.279	2,377	Ordinary
T. Rowe Price International Ltd	6-Mar-23	3.355	2,970	Ordinary
T. Rowe Price International Ltd	6-Mar-23	3.355	23,906	Ordinary
T. Rowe Price International Ltd	6-Mar-23	3.355	36,382	Ordinary
T. Rowe Price International Ltd	6-Mar-23	3.355	4,788	Ordinary
T. Rowe Price International Ltd	6-Mar-23	3.355	8,614	Ordinary
T. Rowe Price International Ltd	6-Mar-23	3.355	235	Ordinary
T. Rowe Price International Ltd	7-Mar-23	3.348	711,364	Ordinary

This is annexure 2 referred to on page 1 of Form 603 (Notice of Initial Substantial Holder)



Gary Greb, Vice President

9-Mar-23