

Form 604

Corporations Act 2001
Section 671B

Notice of Change of Interests of Substantial Holder

To Company Name/Scheme: DOWNER EDI LIMITED (ASX Code: DOW)
ACN/ARSN: ACN 003 872 848

1. Details of Substantial Holder

Name: Sumitomo Mitsui Trust Holdings, Inc. (SMTH) and its Subsidiaries
as listed in Annexure 3
ACN/ARSN (if applicable) n/a

There was a change in the Interests of the Substantial Holder on: 12 February 2021

The previous notice was given to the company on: 11 May 2020

The previous notice was dated: 07 May 2020

2. Previous & 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 had a relevant interest 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 | Previous Notice | | Present Notice | |
|---------------------|-----------------|--------------|----------------|--------------|
| | Person's Votes | Voting Power | Person's Votes | Voting Power |
| Fully Paid Ordinary | 37,739,692 | 6.35% | 51,609,642 | 7.36% |

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 | Consideration Given in Relation to Change | Class & Number of Securities Affected | Person's Votes Affected |
|------------------|--|------------------|---|---------------------------------------|-------------------------|
| Refer Annexure 1 | | | | | |

4. Present Relevant Interest

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 | Persons Entitled to be Registered as Holder | Nature of Relevant Interest | Class & Number of Securities | Persons Votes |
|-----------------------------|---------------------------------|---|-----------------------------|------------------------------|---------------|
| Refer Annexure 2 | | | | | |

5. Changes in Association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name & ACN/ARSN (if applicable) | Nature of Association |
|---------------------------------|-----------------------|
| n/a | |

6. Addresses

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

| Name | Address |
|--|---|
| Nikko AM Limited (NAML) | Level 26, One International Towers Sydney, 100 Barangaroo Avenue, Barangaroo NSW 2000 |
| Nikko Asset Management Co., Ltd (NAM) | Midtown Tower 9-7-1 Akasaka, Minato-ku Tokyo 107-6242 Japan |
| Sumitomo Mitsui Trust Asset Management Co., Ltd (SMTAM) | 1-1-1 Shibakoen Minato-Ku, Tokyo 105- 0011, Japan |
| Sumitomo Mitsui Trust Holdings, Inc. (SMTH) | 1-4-1 Marunouchi, Chiyoda-ku, Tokyo 100- 8233, Japan |

Signature

Print Name: Saffick Ramjahn Capacity: Authorised Person of SMTH

Signed: _____ Date: 16 February 2021

ANNEXURE 1

Part 3 - Changes in Relevant Interests

| Date Range of Change | Person whose Relevant Interest Changed | Nature of Change | Consideration Given in Relation to Change | Class & Number of Securities Affected | Person's Votes Affected |
|---------------------------------|---|-------------------------|--|--|--------------------------------|
| 08 May 2020 to 12 February 2021 | Nikko AM Limited (NAML) | Purchase of Shares | \$ 99,457,502 | Fully Paid Ordinary & 21,796,801 | 21,796,801 |
| 08 May 2020 to 12 February 2021 | Nikko AM Limited (NAML) | Sale of Shares | \$ 30,977,464 | Fully Paid Ordinary & 6,897,728 | 6,897,728 |
| 08 May 2020 to 12 February 2021 | Nikko AM Limited (NAML) | In specie-out | N/A | Fully Paid Ordinary & 1,103,622 | 1,103,622 |
| 08 May 2020 to 12 February 2021 | Nikko Asset Management Co., Ltd (NAM) | Purchase of Shares | \$ 364,215 | Fully Paid Ordinary & 85,057 | 85,057 |
| 08 May 2020 to 12 February 2021 | Nikko Asset Management Co., Ltd (NAM) | Sale of Shares | \$ 1,294,600 | Fully Paid Ordinary & 280,852 | 280,852 |
| 08 May 2020 to 12 February 2021 | Nikko Asset Management Co., Ltd (NAM) | In specie-in | N/A | Fully Paid Ordinary & 98,972 | 98,972 |
| 08 May 2020 to 12 February 2021 | Sumitomo Mitsui Trust Asset Management Co., Ltd (SMTAM) | Purchase of Shares | \$ 990,030 | Fully Paid Ordinary & 178,974 | 178,974 |
| 08 May 2020 to 12 February 2021 | Sumitomo Mitsui Trust Asset Management Co., Ltd (SMTAM) | Sale of Shares | \$ 40,465 | Fully Paid Ordinary & 7,652 | 7,652 |

ANNEXURE 2

Part 4 - Present Relevant Interest

| Holder of Relevant Interest | Registered Holder of Securities | Person Entitled to be Registered as Holder | Nature of Relevant Interest | Class & Number of Securities | Person's Votes |
|-----------------------------|---------------------------------------|---|-----------------------------|---------------------------------|----------------|
| Nikko AM Limited (NAML) | BNP Paribas Security Services Pty Ltd | <account 3> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000 | Investment Manager | Fully Paid Ordinary & 4,336,099 | 4,336,099 |
| Nikko AM Limited (NAML) | BNP Paribas Security Services Pty Ltd | <account 7> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000 | Investment Manager | Fully Paid Ordinary & 958,889 | 958,889 |
| Nikko AM Limited (NAML) | BNP Paribas Security Services Pty Ltd | <account 47> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000 | Investment Manager | Fully Paid Ordinary & 247,936 | 247,936 |
| Nikko AM Limited (NAML) | BNP Paribas Security Services Pty Ltd | <account 56> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000 | Investment Manager | Fully Paid Ordinary & 307,312 | 307,312 |
| Nikko AM Limited (NAML) | JP Morgan Nominees Australia Ltd | <account 54> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000 | Investment Manager | Fully Paid Ordinary & 451,737 | 451,737 |
| Nikko AM Limited (NAML) | BNP Paribas Security Services Pty Ltd | <account 44> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000 | Investment Manager | Fully Paid Ordinary & 2,220,673 | 2,220,673 |
| Nikko AM Limited (NAML) | Citicorp Nominees Pty Limited | <account 75> Citicorp Nominees Pty Limited Level 25 | Investment Manager | Fully Paid Ordinary & 4,787,028 | 4,787,028 |

| Holder of Relevant Interest | Registered Holder of Securities | Person Entitled to be Registered as Holder | Nature of Relevant Interest | Class & Number of Securities | Person's Votes |
|-----------------------------|--|---|-----------------------------|---------------------------------|----------------|
| | | 2 Park Street SYDNEY NSW 2000 | | | |
| Nikko AM Limited (NAML) | National Australia Bank Limited (NAB Custodian Services) | <account 88> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia | Investment Manager | Fully Paid Ordinary & 1,968,295 | 1,968,295 |
| Nikko AM Limited (NAML) | Citicorp Nominees Pty Limited | <account 59> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000 | Investment Manager | Fully Paid Ordinary & 260,765 | 260,765 |
| Nikko AM Limited (NAML) | BNP Paribas Security Services Pty Ltd | <account 9> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000 | Investment Manager | Fully Paid Ordinary & 474,973 | 474,973 |
| Nikko AM Limited (NAML) | National Australia Bank Limited (NAB Custodian Services) | <account 91> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia | Investment Manager | Fully Paid Ordinary & 1,424,686 | 1,424,686 |
| Nikko AM Limited (NAML) | Citicorp Nominees Pty Limited | <account 92> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000 | Investment Manager | Fully Paid Ordinary & 794,103 | 794,103 |
| Nikko AM Limited (NAML) | BNP Paribas Security Services Pty Ltd | <account 98> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000 | Investment Manager | Fully Paid Ordinary & 1,463,537 | 1,463,537 |

| Holder of Relevant Interest | Registered Holder of Securities | Person Entitled to be Registered as Holder | Nature of Relevant Interest | Class & Number of Securities | Person's Votes |
|-----------------------------|---|---|-----------------------------|---------------------------------|----------------|
| Nikko AM Limited (NAML) | BNP Paribas Security Services Pty Ltd | <account 99> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000 | Investment Manager | Fully Paid Ordinary & 2,093,234 | 2,093,234 |
| Nikko AM Limited (NAML) | JP Morgan Nominees Australia Ltd | <account 100> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000 | Investment Manager | Fully Paid Ordinary & 448,711 | 448,711 |
| Nikko AM Limited (NAML) | JP Morgan Nominees Australia Ltd | <account 101> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000 | Investment Manager | Fully Paid Ordinary & 227,619 | 227,619 |
| Nikko AM Limited (NAML) | HSBC Custody Nominees (Australia) Limited | <account 102> HSBC Custody Nominees (Australia) Limited Level 36, Tower 1, International Towers Sydney, 100 Barangaroo Avenue, Sydney NSW 2000 | Investment Manager | Fully Paid Ordinary & 4,945,720 | 4,945,720 |
| Nikko AM Limited (NAML) | BNP Paribas Security Services Pty Ltd | <account 103> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000 | Investment Manager | Fully Paid Ordinary & 377,643 | 377,643 |
| Nikko AM Limited (NAML) | JP Morgan Nominees Australia Ltd | <account 104> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000 | Investment Manager | Fully Paid Ordinary & 2,206,782 | 2,206,782 |
| Nikko AM Limited (NAML) | JP Morgan Nominees Australia Ltd | <account 105> JP Morgan Nominees Australia Ltd | Investment Manager | Fully Paid Ordinary & 5,724,407 | 5,724,407 |

| Holder of Relevant Interest | Registered Holder of Securities | Person Entitled to be Registered as Holder | Nature of Relevant Interest | Class & Number of Securities | Person's Votes |
|--|---|---|-----------------------------|---------------------------------|----------------|
| | | Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000 | | | |
| Nikko AM Limited (NAML) | HSBC Custody Nominees (Australia) Limited | <account 106> HSBC Custody Nominees (Australia) Limited Level 36, Tower 1, International Towers Sydney, 100 Barangaroo Avenue, Sydney NSW 2000 | Investment Manager | Fully Paid Ordinary & 1,366,480 | 1,366,480 |
| Nikko AM Limited (NAML) | State Street Australia Limited | <account 107> State Street Australia Limited, 420 George Street, Sydney, NSW 2000 | Investment Manager | Fully Paid Ordinary & 8,528,689 | 8,528,689 |
| Nikko AM Limited (NAML) | State Street Australia Limited | <account 108> State Street Australia Limited, 420 George Street, Sydney, NSW 2000 | Investment Manager | Fully Paid Ordinary & 248,025 | 248,025 |
| Nikko AM Limited (NAML) | State Street Australia Limited | <account 109> State Street Australia Limited, 420 George Street, Sydney, NSW 2000 | Investment Manager | Fully Paid Ordinary & 5,149,861 | 5,149,861 |
| Nikko Asset Management Co., Ltd (NAM) | Mizuho Trust & Banking Co., Ltd. | <Trust of Fund 1> 1-2-1 Yaesu, Chuo-ku, Tokyo | Investment Manager | Fully Paid Ordinary & 416,452 | 416,452 |
| Sumitomo Mitsui Trust Asset Management Co.,Ltd.(SMTAM) | Custody Bank of Japan, Ltd. | <Trust of Fund 1> 1-8-11 Harumi, Chuo-ku, Tokyo 104-6107, Japan | Investment Manager | Fully Paid Ordinary & 1,012 | 1,012 |
| Sumitomo Mitsui Trust Asset Management Co.,Ltd.(SMTAM) | Northern Trust Co Singapore | <Trust of Fund 2> One George Street #12-06 049145, Singapore | Investment Manager | Fully Paid Ordinary & 178,974 | 178,974 |

Annexure 3 Sumitomo subsidiaries

Sumitomo Mitsui Trust Holdings Inc. Subsidiaries:

Sumitomo Mitsui Trust Bank, Limited

Sumitomo Mitsui Trust Asset Management Co., Ltd.

Sumitomo Mitsui Trust International Limited

Sumitomo Mitsui Trust Asset Management Americas, Inc.

Nikko Asset Management Co., Ltd.

Nippon Institutional Securities Co., Ltd.

Nikko Asset Management Americas, Inc.

Nikko Asset Management Asia Limited

Nikko Asset Management Australia Limited

Nikko Asset Management Europe Ltd

Nikko AM Limited

Nikko Asset Management International Limited

AIIMAN Asset Management Sdn.Bhd.

Nikko Asset Management New Zealand Limited

Nikko AM Americas Holding Co., Inc.

Nikko AM Global Holdings Limited

Nikko Asset Management Hong Kong Limited

Nikko AM Global Cayman Limited

Nikko AM (Cayman) Ltd

Nikko Asset Management Luxembourg S.A.

NAMA Investment Partneres, Inc.

Nikko AM Equities Australia Pty Limited

Affin Hwang Asset Management Berhad

AccelVantage Academy Sdn.Bhd.

Rongtong Fund Management Co., Ltd

Shen Zhen Rongtong Capital Management Co., Ltd.

Rongtong Global Investment Limited

Bintang Capital Partners Berhad

Mutual Fund & Insurance Research Institute

UBS SuMi TRUST Wealth Management Co., Ltd.

Sky Ocean Asset Management Co, Ltd.

JP Asset Management Co., Ltd.

SBI Sumishin Net Bank, Ltd.

SBI Sumishin Net Bank Card Co., Ltd.

SBI Card Co., Ltd.

NetMove Corporation

Dayta Consulting Co., Ltd.

Sumitomo Mitsui Trust General Service Co., Ltd.

Sumitomo Mitsui Trust Career Partners Co., Ltd.

HR One Corporation

HR One Shanghai Co., Ltd.

Sumitomo Mitsui Trust Systems & Services Co., Ltd.

Sumitomo Mitsui Trust Guarantee Co., Ltd.

Sumishin Guaranty Company Limited

Sumitomo Mitsui Trust Wealth Partners Co., Ltd.

Sumitomo Mitsui Trust Card Co., Ltd.

Sumitomo Mitsui Trust Club Co., Ltd.

Sumitomo Mitsui Trust Life Partners Co., Ltd.

Sumitomo Mitsui Trust Business Service Co., Ltd.

Cardif Assurance Vie Japan

Cardif Assurances Risques Divers Japan

Sumitomo Mitsui Trust Loan & Finance Co., Ltd.

Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.

Japan Machinery Leasing and Sales Co., Ltd.

Sumitomo Mitsui Trust Leasing (SINGAPORE) Pte.Ltd.

OIF(PANAMA) S.A.

SMPT OCEAN PTE.LTD.

| |
|---|
| Sumishin Life Card Company, Limited |
| Zijin Trust Co., Ltd |
| Nanjing Zijin Financial Leasing Co., Ltd. |
| Marubeni SumiT Rail Transport Inc. |
| Midwest Rail Corporation |
| Sumitomo Mitsui Trust Bank(Thai) Public Company Limited |
| BIDV-SuMi TRUST Leasing Co.,Ltd. |
| Japan Management Succession Support Co. Ltd. |
| GK Trust Capital Mezzanine |
| Sumitomo Mitsui Trust Investment Co., Ltd. |
| Sumitomo Mitsui Trust(Hong Kong) Limited |
| Sumitomo Mitsui Trust Real Estate Investment Management Co., Ltd. |
| Enex Asset Management Co., Ltd. |
| Tokyo Securities Transfer Agent Co.,Ltd. |
| Japan Securities Agents, Ltd. |
| Sumitomo Mitsui Trust TA Solution, Ltd. |
| Japan Stockholders Data Service Company, Limited |
| J-Eurus IR Co., Ltd. |
| Japan Board Review Co., Ltd. |
| Sumitomo Mitsui Trust Research Institute Co., Ltd. |
| Sumitomo Mitsui Trust Realty Co., Ltd. |
| Mitsui & Co., Logistics Partners Ltd. |
| Custody Bank of Japan, Ltd. |
| NS Holdings LLP |
| Sumitomo Mitsui Trust Bank (Luxembourg)S.A. |
| Sumitomo Mitsui Trust Bank (U.S.A.) Limited |
| Sumitomo Mitsui Trust (Ireland) Limited |
| SMT Fund Services (Ireland) Limited |
| SMT Trustees (Ireland) Limited |
| G.A.S. (Cayman) Limited |
| Sumitomo Mitsui Trust (UK) Limited |
| Japan Pension Operation Service, Ltd. |