

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **DOWNER EDI LTD**
ACN/ARSN:

1. Details of substantial holder (1)

Name: FIL Limited and the entities listed in Annexure A ("FIL")
ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on	03 May 2018
The previous notice was given to the company on	28 March 2018
The previous notice was dated	28 March 2018

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 Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
COMMON STOCK	30,004,631	5.05%	37,184,187	6.25%

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
				COMMON STOCK	COMMON STOCK
03/27/2018	FIL	BUY	6.47 AUD	121,929	121,929
03/27/2018	FIL	BUY	6.47 AUD	86,269	86,269
03/27/2018	FIL	BUY	6.47 AUD	4,437	4,437
03/27/2018	FIL	BUY	6.47 AUD	24,095	24,095
03/27/2018	FIL	BUY	6.47 AUD	31,005	31,005
03/27/2018	FIL	BUY	6.47 AUD	3,934	3,934
03/27/2018	FIL	BUY	6.47 AUD	24,239	24,239
03/27/2018	FIL	BUY	6.47 AUD	19,428	19,428
03/28/2018	FIL	BUY	6.45 AUD	5,472	5,472
03/28/2018	FIL	BUY	6.45 AUD	6,171	6,171
03/28/2018	FIL	BUY	6.45 AUD	33,512	33,512
03/28/2018	FIL	BUY	6.45 AUD	119,987	119,987

03/28/2018	FIL	BUY	6.45 AUD	27,021	27,021
03/28/2018	FIL	BUY	6.45 AUD	43,122	43,122
03/28/2018	FIL	BUY	6.45 AUD	169,584	169,584
03/28/2018	FIL	BUY	6.45 AUD	33,714	33,714
03/29/2018	FIL	BUY	6.42 AUD	3,153	3,153
03/29/2018	FIL	BUY	6.42 AUD	13,808	13,808
03/29/2018	FIL	BUY	6.42 AUD	17,125	17,125
03/29/2018	FIL	BUY	6.42 AUD	86,662	86,662
03/29/2018	FIL	BUY	6.42 AUD	61,315	61,315
03/29/2018	FIL	BUY	6.42 AUD	22,037	22,037
03/29/2018	FIL	BUY	6.42 AUD	17,228	17,228
03/29/2018	FIL	BUY	6.42 AUD	2,796	2,796
03/29/2018	FIL	BUY	6.44 AUD	2,111	2,111
03/29/2018	FIL	BUY	6.44 AUD	57,999	57,999
03/29/2018	FIL	BUY	6.44 AUD	41,037	41,037
03/29/2018	FIL	BUY	6.44 AUD	11,462	11,462
03/29/2018	FIL	BUY	6.44 AUD	11,530	11,530
03/29/2018	FIL	BUY	6.44 AUD	14,748	14,748
03/29/2018	FIL	BUY	6.44 AUD	9,241	9,241
03/29/2018	FIL	BUY	6.44 AUD	1,872	1,872
04/03/2018	FIL	BUY	6.35 AUD	4,991	4,991
04/03/2018	FIL	BUY	6.35 AUD	24,644	24,644
04/03/2018	FIL	BUY	6.35 AUD	30,564	30,564
04/03/2018	FIL	BUY	6.35 AUD	5,628	5,628
04/03/2018	FIL	BUY	6.35 AUD	154,665	154,665
04/03/2018	FIL	BUY	6.35 AUD	30,748	30,748
04/03/2018	FIL	BUY	6.35 AUD	39,329	39,329
04/03/2018	FIL	BUY	6.35 AUD	109,431	109,431
04/03/2018	FIL	BUY	6.34 AUD	61,682	61,682
04/03/2018	FIL	BUY	6.34 AUD	273,902	273,902
04/03/2018	FIL	BUY	6.34 AUD	76,500	76,500
04/03/2018	FIL	BUY	6.34 AUD	14,086	14,086
04/03/2018	FIL	BUY	6.34 AUD	12,492	12,492
04/03/2018	FIL	BUY	6.34 AUD	76,960	76,960
04/03/2018	FIL	BUY	6.34 AUD	387,123	387,123
04/03/2018	FIL	BUY	6.34 AUD	98,439	98,439
04/05/2018	FIL	BUY	6.30 AUD	81,985	81,985
05/01/2018	FIL	Transition In	6.89 AUD	35,892	35,892
05/02/2018	FIL	BUY	7.00 AUD	18,598	18,598
05/02/2018	FIL	BUY	7.00 AUD	61,442	61,442
05/02/2018	FIL	BUY	7.00 AUD	136,434	136,434
05/02/2018	FIL	BUY	7.00 AUD	219,120	219,120
05/02/2018	FIL	BUY	7.00 AUD	9,795	9,795
05/02/2018	FIL	BUY	7.00 AUD	11,036	11,036
05/02/2018	FIL	BUY	7.00 AUD	79,513	79,513
05/02/2018	FIL	BUY	7.00 AUD	1,957	1,957
05/02/2018	FIL	BUY	7.00 AUD	62,105	62,105
05/02/2018	FIL	BUY	7.00 AUD	3,375	3,375
05/02/2018	FIL	BUY	7.00 AUD	3,742	3,742
05/02/2018	FIL	BUY	7.00 AUD	5,978	5,978
05/02/2018	FIL	BUY	7.00 AUD	18,648	18,648

05/02/2018	FIL	BUY	7.00 AUD	65,275	65,275
05/02/2018	FIL	BUY	7.00 AUD	23,991	23,991
05/02/2018	FIL	BUY	7.00 AUD	40,823	40,823
05/02/2018	FIL	BUY	7.00 AUD	968	968
05/02/2018	FIL	BUY	7.00 AUD	18,843	18,843
05/02/2018	FIL	BUY	6.97 AUD	22,792	22,792
05/02/2018	FIL	BUY	6.97 AUD	1,659	1,659
05/02/2018	FIL	BUY	6.97 AUD	13,294	13,294
05/02/2018	FIL	BUY	6.97 AUD	10,278	10,278
05/02/2018	FIL	BUY	6.97 AUD	10,389	10,389
05/02/2018	FIL	BUY	6.97 AUD	3,128	3,128
05/02/2018	FIL	BUY	6.97 AUD	36,594	36,594
05/02/2018	FIL	BUY	6.97 AUD	1,866	1,866
05/03/2018	FIL	BUY	7.09 AUD	374,204	374,204
05/03/2018	FIL	BUY	7.09 AUD	378,221	378,221
05/03/2018	FIL	BUY	7.09 AUD	114,721	114,721
05/03/2018	FIL	BUY	7.09 AUD	12,111	12,111
05/03/2018	FIL	BUY	7.09 AUD	483,650	483,650
05/03/2018	FIL	BUY	7.09 AUD	828,385	828,385
05/03/2018	FIL	BUY	7.09 AUD	68,923	68,923
05/03/2018	FIL	BUY	7.09 AUD	61,405	61,405
05/03/2018	FIL	BUY	7.09 AUD	1,329,189	1,329,189
			Total Buys	7,143,664	7,143,664
			Transition In	35,892	35,892
			Net Buys	7,179,556	7,179,556

4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

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
N/A	

6. Addresses

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

Refer to Annexure A



Sign Here _____

Dated: 07 May 2018

Ryo Sato

Regulatory Reporting Manager

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000, Australia	BROWN BROTHERS HARRIMAN AND CO	Investment Discretion / Voting Power	101,053
		JP MORGAN, BOURNEMOUTH (C)		26,063,446
		NATIONAL ASTL BK MELBOURNE (S)		3,055,169
		NORTHERN TRUST LONDON (C)		3,253,929
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	CITIBANK LONDON		3,281,410
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)		22,046
FIL PENSION MANAGEMENT	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	BNP PARIBAS SEC SRVS ITALY		526,602
		JPMORGAN CHASE BANK		35,892
		NATIONAL ASTL BK MELBOURNE (S)		844,640
Grand Total				37,184,187