

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

Company Name/Scheme Downer EDI Limited

ACN/ARSN 125 242 284

1. Details of Substantial Holder (1)

Name AustralianSuper Pty Ltd

ACN/ARSN (if applicable) 006 457 987

There was a change in the interests of the substantial holder on 21 / 12 / 2018 (on 18/12/2018, AustralianSuper Pty Ltd became aware of a deemed relevant interest in shares in Downer EDI Limited through Industry Super Holdings Pty Ltd (as defined in item 4 below), as explained in items 3 and 4 below)

The previous notice was given to the company on 11 / 10 / 2018

The previous notice was dated 11 / 10 / 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		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORDINARY	42,717,081	7.18%	48,746,466	8.20%

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	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
REFER ATTACHED					

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
AustralianSuper Pty Ltd	JPMorgan Nominees Australia Ltd	JPMorgan Nominees Australia Ltd	Shareholder	ORD 44,679,136	44,679,136

AustralianSuper Pty Ltd	Various custodians depending on the party for whom the Industry Super Holdings Pty Ltd (as defined in the fourth column of this table) is managing funds	Various custodians depending on the party for whom the Industry Super Holdings Pty Ltd (as defined in the fourth column of this table) is managing funds	AustralianSuper Pty Ltd has a relevant interest in 4,067,330 ordinary shares in Downer EDI Limited under section 608(3)(a) of the Corporations Act 2001 (Cth), as a result of its voting power of 20.55% in Industry Super Holdings Pty Ltd. Industry Super Holdings Pty Ltd is the holding company of companies that control the voting and/or disposal of 4,067,330 ordinary shares in Downer EDI Limited.	ORD 4,067,330	4,067,330
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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:

Name	Address
AustralianSuper Pty Ltd	Level 33, 50 Lonsdale Street Melbourne VIC 3000

Signature

print name Paul Doig

capacity Analyst

sign here

date 02/01/2019

Security Name	Security Code	Trade Description	Trade Date	Settlement Date	Units	Price
DOWNER EDI LTD	6465573	OS-PUR	9/10/2018	11/10/2018	1530	7.58
DOWNER EDI LTD	6465573	OS-SAL	11/10/2018	15/10/2018	-1732	7.34
DOWNER EDI LTD	6465573	OS-PUR	11/10/2018	15/10/2018	1100	7.41
DOWNER EDI LTD	6465573	OS-PUR	12/10/2018	16/10/2018	650	7.26
DOWNER EDI LTD	6465573	OS-SAL	12/10/2018	16/10/2018	-1490	7.29
DOWNER EDI LTD	6465573	OS-PUR	17/10/2018	19/10/2018	1360	7.35
DOWNER EDI LTD	6465573	OS-SAL	18/10/2018	22/10/2018	-2881	7.28
DOWNER EDI LTD	6465573	OS-PUR	19/10/2018	23/10/2018	1000	7.15
DOWNER EDI LTD	6465573	OS-PUR	23/10/2018	25/10/2018	750	7.02
DOWNER EDI LTD	6465573	OS-PUR	25/10/2018	29/10/2018	367	6.80
DOWNER EDI LTD	6465573	OS-SAL	26/10/2018	30/10/2018	-2002	6.63
DOWNER EDI LTD	6465573	OS-PUR	26/10/2018	30/10/2018	390	6.68
DOWNER EDI LTD	6465573	OS-SAL	29/10/2018	31/10/2018	-720	6.73
DOWNER EDI LTD	6465573	OS-PUR	29/10/2018	31/10/2018	4600	6.72
DOWNER EDI LTD	6465573	OS-SAL	8/11/2018	12/11/2018	-390	7.14
DOWNER EDI LTD	6465573	OS-PUR	14/11/2018	16/11/2018	900	6.76
DOWNER EDI LTD	6465573	OS-PUR	15/11/2018	19/11/2018	250	6.68
DOWNER EDI LTD	6465573	OS-PUR	15/11/2018	19/11/2018	22174	6.73
DOWNER EDI LTD	6465573	OS-PUR	26/11/2018	28/11/2018	500	6.42
DOWNER EDI LTD	6465573	OS-SAL	28/11/2018	30/11/2018	-2544	6.28
DOWNER EDI LTD	6465573	OS-PUR	29/11/2018	3/12/2018	595	6.31
DOWNER EDI LTD	6465573	OS-SAL	4/12/2018	6/12/2018	-5531	6.41
DOWNER EDI LTD	6465573	OS-PUR	6/12/2018	10/12/2018	1000000	6.16
DOWNER EDI LTD	6465573	OS-PUR	6/12/2018	10/12/2018	105666	6.23
DOWNER EDI LTD	6465573	OS-SAL	6/12/2018	10/12/2018	-4484	6.16
DOWNER EDI LTD	6465573	OS-PUR	7/12/2018	11/12/2018	222688	6.12
DOWNER EDI LTD	6465573	OS-SAL	7/12/2018	11/12/2018	-750	6.13
DOWNER EDI LTD	6465573	OS-PUR	10/12/2018	12/12/2018	405598	6.04
DOWNER EDI LTD	6465573	OS-PUR	21/12/2018	27/12/2018	167853	6.32
DOWNER EDI LTD	6465573	OS-PUR	21/12/2018	27/12/2018	23201	6.33
DOWNER EDI LTD	6465573	NC Collateral	21/12/2018	21/12/2018	9946	0.00
DOWNER EDI LTD	6465573	NC Collateral	21/12/2018	21/12/2018	4870	0.00
DOWNER EDI LTD	6465573	NC Collateral	21/12/2018	21/12/2018	2801	0.00
DOWNER EDI LTD	6465573	NC Collateral	21/12/2018	21/12/2018	2313	0.00
DOWNER EDI LTD	6465573	NC Collateral	21/12/2018	21/12/2018	2175	0.00
DOWNER EDI LTD	6465573	NC Collateral	21/12/2018	21/12/2018	899	0.00
DOWNER EDI LTD	6465573	NC Collateral	21/12/2018	21/12/2018	403	0.00

This Form 604 includes a relevant interest in 4,067,330 ordinary shares in Downer EDI Limited which AustralianSuper Pty Ltd (AustralianSuper) has under section 608(3)(a) of the Corporations Act 2001 (Cth), as a result of its voting power of 20.55% in Industry Super Holdings Pty Ltd. Industry Super Holdings Pty Ltd is the holding company of companies that control the voting and/or disposal of 4,067,330 ordinary shares in Downer EDI Limited. AustralianSuper became aware of this relevant interest on 18 December 2018. AustralianSuper has not given any financial consideration in connection with the purchase of such shares by the Industry Super Holdings Pty Ltd. AustralianSuper is proposing to reduce its voting power in Industry Super Holdings Pty Ltd to below 20%. If that occurs, AustralianSuper would cease to have a relevant interest in shares in Downer EDI Limited in which Industry Super Holdings Pty Ltd has a relevant interest through section 608(3)(a) and a new form would be lodged by AustralianSuper.