

**FAX COVER SHEET**

DATE: 02 MARCH 2015	
TO: Market Announcements Office	FROM: RICKY NEWSOME
COMPANY: ASX	T. ROWE PRICE ASSOCIATES, INC.
FAX NUMBER: 51 2 9347 0005	FAX NUMBER: 410-345-2035
PHONE NUMBER:	PHONE NUMBER: 410-345-2306
NUMBER OF PAGES INCLUDING COVER SHEET: 4	

To Whom It May Concern:

See attached **Form 603** 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 604Corporations Act 2001
Section 678**Notice of change of interests of substantial holder**In: Company Name/Scheme Downer EDI Limited

ACN/ARSN _____

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 on26/02/2015

The previous notice was given to the company on

18/11/2014

The previous notice was dated

14/11/2014**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	21,033,246	5.01%	26,313,976	6.04%

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
14 Nov. 2014 thru 26 Feb. 2015	T. Rowe Price International Ltd.	Acquisition of shares	Average price of 4.321 AUD	4,480,730 ordinary shares	4,480,730

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 (5)	Class and number of securities	Person's votes
See annexure 1					

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 (3) 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:

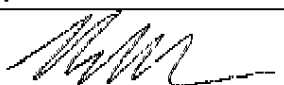
Name	Address
T. Rowe Price Associates, Inc.	100 East Pratt Street Baltimore, MD 21202
T. Rowe Price International Ltd.	50 Queen Victoria Street London, EC4N 4TZ, United Kingdom

Signature

print name Ryan Nolan

capacity vice president and Senior Legal Counsel

sign here



date 02/ 03 / 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), their 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>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	89,573 ordinary shares	89,573
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	26,224,403 ordinary shares	26,224,403

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



Ryan Nolan, Vice President and Senior Legal Counsel

2-Mar-15