

**FAX COVER SHEET**

DATE: 13 FEBRUARY 2017	
TO: Market Announcements Office	FROM: MATT SZIMANSKI
COMPANY: ASX	T. ROWE PRICE ASSOCIATES, INC.
FAX NUMBER: 61 2 9347 0005	FAX NUMBER: 410-345-2035
PHONE NUMBER:	PHONE NUMBER: 410-577-5002
NUMBER OF PAGES INCLUDING COVER SHEET: 5	

To Whom It May Concern:

See attached **Form 605** for **Downer EDI Limited**.

Please contact me at the above phone number or by email at [matt\\_szimanski@troweprice.com](mailto:matt_szimanski@troweprice.com) if you have any questions.

This form is also being sent to the company.

Regards,

Matt Szimanski  
T. Rowe Price Associates, Inc.  
Legal Compliance  
Phone: (410) 577-5002  
Fax: (410) 345-2035

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**Form 605**Corporations Act 2001  
Section 671B**Notice of ceasing to be a substantial holder**

To: Company Name/Scheme Downer EDI Limited  
ACN/ARSN 003 872 848

**1. Details of substantial holder(1)**

Name T. Rowe Price Associates, Inc.  
ACN/ARSN (if applicable) \_\_\_\_\_

The holder ceased to be a substantial holder on 08/02/2017

The previous notice was given to the company on 08/02/2017

The previous notice was dated 07/02/2017

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change(s)	Class (6) and number of securities affected	Person's votes affected
See Annexure 1					

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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

**4. Addresses**

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

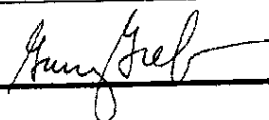
Name	Address
T. Rowe Price Associates, Inc.	100 East Pratt Street, Baltimore, MD 20202
T. Rowe Price International Ltd	60 Queen Victoria Street, London, EC4N 4TZ, United Kingdom

**Signature**

print name Gary Greb

capacity Vice President

sign here



date 10 / 02 / 2017

**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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**GUIDE**

**This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 605.**

**Signature**

This form must be signed by either a director or a secretary of the substantial holder.

**Lodging period**

Nil

**Lodging Fee**

Nil

**Other forms to be completed**

Nil

**Additional information**

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
- (i) within 2 business days after they become aware of the information; or
  - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
    - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
    - (B) the person becomes aware of the information during the bid period.

**Annexures**

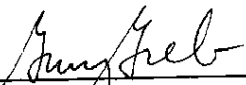
To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:  
*This is annexure (mark) of (number) pages referred to in form (form number and title)*
- 7 sign and date the annexure  
The annexure must be signed by the same person(s) who signed the form.

## Annexure 1

<u>Date of Change</u>	<u>Person whose relevant interest changed</u>	<u>Nature of change</u>	<u>Consideration given in relation to change (AUD)</u>	<u>Class and number of securities</u>	<u>Person's votes affected</u>
8-Feb-17	T. Rowe Price International Ltd	Sale	6.738	12,540 ordinary shares	12,540
8-Feb-17	T. Rowe Price International Ltd	Sale	6.765	7,988 ordinary shares	7,988
8-Feb-17	T. Rowe Price International Ltd	Sale	6.712	14,373 ordinary shares	14,373
8-Feb-17	T. Rowe Price International Ltd	Sale	6.738	38,272 ordinary shares	38,272
8-Feb-17	T. Rowe Price International Ltd	Sale	6.765	24,378 ordinary shares	24,378
8-Feb-17	T. Rowe Price International Ltd	Sale	6.712	43,867 ordinary shares	43,867
8-Feb-17	T. Rowe Price International Ltd	Sale	6.738	1,760 ordinary shares	1,760
8-Feb-17	T. Rowe Price International Ltd	Sale	6.765	1,121 ordinary shares	1,121
8-Feb-17	T. Rowe Price International Ltd	Sale	6.712	2,017 ordinary shares	2,017
8-Feb-17	T. Rowe Price International Ltd	Sale	6.738	75 ordinary shares	75
8-Feb-17	T. Rowe Price International Ltd	Sale	6.765	48 ordinary shares	48
8-Feb-17	T. Rowe Price International Ltd	Sale	6.712	86 ordinary shares	86
8-Feb-17	T. Rowe Price International Ltd	Sale	6.738	252,433 ordinary shares	252,433
8-Feb-17	T. Rowe Price International Ltd	Sale	6.765	160,797 ordinary shares	160,797
8-Feb-17	T. Rowe Price International Ltd	Sale	6.712	289,331 ordinary shares	289,331
8-Feb-17	T. Rowe Price International Ltd	Sale	6.738	285 ordinary shares	285
8-Feb-17	T. Rowe Price International Ltd	Sale	6.765	181 ordinary shares	181
8-Feb-17	T. Rowe Price International Ltd	Sale	6.712	326 ordinary shares	326

This is annexure 1 referred to on page 1 of Form 605 (Notice of change of interest of substantial holder)

  
 Gary Greb, Vice President

13-Feb-17