

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

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

1. Details of substantial holder (1)

Name Schroder Investment Management Australia Limited
ACN/ARSN (if applicable) 000 443 274

There was a change in the interests
of the substantial holder on 7 May 2014

The previous notice was given to the
company on 17 April 2014

The previous notice was dated 15 April 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	21,777,935	5.00%	28,061,984	6.45%

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
16/04/2014 – 07/05/2014	SIMAL	Buy	\$ 29,306,396.26	5,879,774 Ordinary shares	5,879,774
16/04/2014 – 07/05/2014	SIM LTD	Buy	\$ 1,619,514.52	317,832 Ordinary shares	317,832
16/04/2014 – 07/05/2014	SIMNA INC	Buy	\$ 440,548.29	86,443 Ordinary shares	86,443

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
SIMAL	BNP Paribas Securities Services	BNP Paribas Securities Services	Power to dispose of securities	3,358,591 Ordinary shares	3,358,591
SIMAL	Citicorp Nominees Ltd HK	Citicorp Nominees Ltd HK	Power to dispose of securities	3,279,349 Ordinary shares	3,279,349
SIMAL	HSBC Custody Nominees (Australia) Ltd	HSBC Custody Nominees (Australia) Ltd	Power to dispose of securities	2,375,637 Ordinary shares	2,375,637
SIMAL	JP Morgan Custodial Services	JP Morgan Custodial Services	Power to dispose of securities	9,677,760 Ordinary shares	9,677,760
SIMAL	National Nominees Ltd - Melbourne	National Nominees Ltd - Melbourne	Power to dispose of securities	5,752,813 Ordinary shares	5,752,813
SIMAL	State Street Australia Limited	State Street Australia Limited	Power to dispose of securities	656,957 Ordinary shares	656,957
SIM LTD	ABN Amro Mellon	ABN Amro Mellon	Power to dispose of securities	18,083 Ordinary shares	18,083
SIM LTD	Brown Brothers Harriman	Brown Brothers Harriman	Power to dispose of securities	6,250 Ordinary shares	6,250
SIM LTD	Caceis Paris	Caceis Paris	Power to dispose of securities	49,609 Ordinary shares	49,609
SIM LTD	Caceis Bank Luxembourg	Caceis Bank Luxembourg	Power to dispose of securities	20,747 Ordinary shares	20,747
SIM LTD	JP Morgan Chase B'Mouth	JP Morgan Chase B'Mouth	Power to dispose of securities	2,253,405 Ordinary shares	2,253,405
SIM LTD	NT London	NT London	Power to dispose of securities	109,104 Ordinary shares	109,104
SIMNA INC	ABN Amro Mellon	ABN Amro Mellon	Power to dispose of securities	22,869 Ordinary shares	22,869
SIMNA INC	Bank of NY Prudential	Bank of NY Prudential	Power to dispose of securities	141,797 Ordinary shares	141,797
SIMNA INC	JP Morgan Chase B'Mouth	JP Morgan Chase B'Mouth	Power to dispose of securities	180,791 Ordinary shares	180,791
SIMNA INC	State Street Bank & Trust Co	State Street Bank & Trust Co	Power to dispose of securities	158,222 Ordinary shares	158,222

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
Schroder Investment Management Australia Limited ("SIMAL")	Relevant Fund Manager
Schroder Investment Management Limited ("SIM LTD")	Relevant Fund Manager
Schroder Investment Management North America Inc ("SIMNA INC")	Relevant Fund Manager

6. Addresses

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

Name	Address
Schroder Investment Management (Australia) Limited ("SIMAL")	Level 20, Angel Place, 123 Pitt Street, Sydney, 2000, Australia
Schroder Investment Management Limited ("SIM LTD")	31 Gresham Street, London EC2V 7QA, UK
Schroder Investment Management North America Inc ("SIMNA INC")	31 Gresham Street, London EC2V 7QA, UK