

**Form 605
Corporations Act 2001
Section 671B**

Notice of Ceasing to be a Substantial Holder

To: **DOWNER EDI LIMITED**

ACN/ARSN:

1. Details of substantial holder (1)

Name: FIL Limited and the entities listed in Annexure A ("FIL")

ACN/ARSN (if applicable)

The holder ceased to be a substantial holder on

15 July 2019

The previous notice was given to the company on

09 April 2019

The previous notice was dated

09 April 2019

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	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
			AUD	COMMON STOCK	COMMON STOCK
07/15/2019	FIL	BUY	6.9128	46,297	46,297
07/15/2019	FIL	BUY	6.9128	163,743	163,743
07/15/2019	FIL	TRANSITION OUT	6.9300	1,406,314	1,406,314
			Total Buys	210,040	210,040
			Total Transition Out	(1,406,314)	(1,406,314)
			Total Movement	(1,196,274)	(1,196,274)

3. Resulting interest

Class of Securities (4)	Number of securities	Person's votes (5)	Voting power (6)
COMMON STOCK	29,663,622	29,663,622	4.99%

4. Changes in Association

The persons who have become associates (2) 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
N/A	

5. Addresses

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

Refer to Annexure A



Sign Here _____

Dated: 17 July 2019

Jen Li

Head of Regulatory Reporting, Asia Pacific

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	108,791
		CITIBANK LONDON		3,520,505
		JP MORGAN, BOURNEMOUTH (C)		4,513,445
		NATIONAL ASTL BK MELBOURNE (S)		2,658,182
		NORTHERN TRUST LONDON (C)		4,004,395
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)		22,046
FIL PENSIONS MANAGEMENT	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	BNP PARIBAS SEC SRVS ITALY		385,917
FIL RESPONSIBLE ENTITY (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000, Australia	JP MORGAN, BOURNEMOUTH (C)		14,450,341
Grand Total				29,663,622