T.RowePrice
INVEST WITH CONFIDENCE

FAX COVER SHEET

DATE: 28 JANUARY 2021	
TO: Market Announcements Office	FROM: MATT SZIMANSKI
COMPANY: ASX	T. ROWE PRICE ASSOCIATES, INC.
FAX NUMBER: 9011 61 2 9347 0005	FAX NUMBER: 410-345-2306
PHONE NUMBER:	PHONE NUMBER: 410-577-5002
NUMBER OF PAGES INCLUDING COVER SHEET: 3	

To Whom It May Concern:

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

Please contact me at the above phone number or by email at 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

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 27/01/2021

The previous notice was given to the company on 08/01/2021

The previous notice was dated 06/01/2021

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(5)	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 28 / 01 / 2021

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.

Annexure 1

Date of Change	Person whose relevant Interest changed	Nature of change	Consideration given in relation to change (AUD)	Class and number of securities	Person's votes affected
8-Jan-21	T. Rowe Price International Ltd	Purchase	5.779	5,770 ordinary shares	5,770
11-Jan-21	T. Rowe Price International Ltd	Sale	5.480	57,958 ordinary shares	57,958
12-Jan-21	T. Rowe Price International Ltd	Sale	5.490	743 ordinary shares	743
18-Jan-21	T. Rowe Price International Ltd	Purchase	5.410	5,422 ordinary shares	5,422
18-Jan-21	T. Rowe Price International Ltd	Purchase	5.410	3,169 ordinary shares	3,169
25-Jan-21	T. Rowe Price International Ltd	Purchase	5.409	2,200 ordinary shares	2,200
27-Jan-21	T. Rowe Price International Ltd	Sale	5.323	61,303 ordinary shares	61,303
27-Jan-21	T. Rowe Price International Ltd	Purchase	5.351	2,603 ordinary shares	2,603

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

Gary Greb

Gary Greb, Vice President

28-Jan-21