

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme DOWNER EDI LIMITED

ACN/ARSN ACN 003 872 848

1. Details of substantial holder (1)

Name Perpetual Limited and its related bodies corporate

ACN/ARSN (if applicable) ACN 000 431 827

The holder ceased to be a substantial holder on 17/02/2023

The previous notice was given to the company on 25/01/2023

The previous notice was dated 23/01/2023

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
	Refer to Annexure A				

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
Perpetual Limited (PPT)	18/123 Pitt Street, Sydney, 2000, NSW, Australia
Pendal Group Limited (PDL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Fund Services Limited (PFSL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Institutional Limited (PIL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Downer EDI Limited	Level 2, Trinitii III, Trinitii Business Campus, 39 Delhi Road, NORTH RYDE, NSW, AUSTRALIA, 2113

Signature

print name Sylvie DIMARCO capacity Company Secretary

sign here date 21/02/2023

Sylvie Dimarco

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 A

This is annexure 'A' referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Perpetual Limited ACN 000 431 827

Sylvie Dimarco – Company Secretary, Perpetual Limited 21/02/2023

Entity	Person whose relevant interest changed	Date	Transaction Type	Consideration (Cash)	Class (Ordinary) and number	Person's votes affected
PFSL	HSBC Custody Nominees (Australia) Limited	2023-01-27	Sale	-1,055,523.99	-273,842	-273,842
PFSL	HSBC Custody Nominees (Australia) Limited	2023-02-13	Sale	-472,437.42	-119,756	-119,756
PFSL	HSBC Custody Nominees (Australia) Limited	2023-02-13	Sale	-287,097.17	-72,871	-72,871
PFSL	HSBC Custody Nominees (Australia) Limited	2023-02-13	Sale	-413,021.78	-104,695	-104,695
PFSL	HSBC Custody Nominees (Australia) Limited	2023-02-13	Sale	-250,988.90	-63,706	-63,706
PFSL	HSBC Custody Nominees (Australia) Limited	2023-02-15	Sale	-346,970.06	-87,398	-87,398
PFSL	HSBC Custody Nominees (Australia) Limited	2023-02-17	Sale	-751,097.16	-189,671	-189,671
PFSL	HSBC Custody Nominees (Australia) Limited	2023-02-17	Sale	-360,221.40	-90,965	-90,965
PFSL	UBS Nominees Pty Limited	2023-02-15	Sale	-637,102.82	-161,808	-161,808
PFSL	UBS Nominees Pty Limited	2023-02-17	Sale	-678,332.16	-171,296	-171,296
PIL	Citibank, N.A.	2023-02-14	Sale	-340,874.87	-86,633	-86,633
PIL	Citibank, N.A.	2023-02-15	Sale	-2,441,491.18	-620,077	-620,077
PIL	Citibank, N.A.	2023-02-17	Sale	-2,583,868.32	-652,492	-652,492
PIL	HSBC Custody Nominees (Australia) Limited	2023-02-14	Sale	-185,584.06	-47,166	-47,166
PIL	HSBC Custody Nominees (Australia) Limited	2023-02-17	Sale	-238,625.64	-60,259	-60,259
PIL	HSBC Custody Nominees (Australia) Limited	2023-02-17	Sale	-544,610.23	-138,247	-138,247
PIL	HSBC Custody Nominees (Australia) Limited	2023-02-17	Sale	-874,977.84	-220,954	-220,954
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-13	Sale	-289,507.77	-73,386	-73,386
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-13	Sale	-175,931.77	-44,655	-44,655
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-13	Sale	-234,088.41	-59,338	-59,338
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-13	Sale	-142,254.36	-36,107	-36,107
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-13	Sale	-182,369.46	-46,228	-46,228
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-13	Sale	-110,826.57	-28,130	-28,130
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-13	Sale	-353,535.12	-89,616	-89,616
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-13	Sale	-214,841.23	-54,531	-54,531
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-14	Sale	-279,792.58	-71,109	-71,109
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-14	Sale	-226,410.51	-57,542	-57,542
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-14	Sale	-177,698.92	-45,162	-45,162
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-14	Sale	-340,953.56	-86,653	-86,653
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-17	Sale	-375,289.20	-94,770	-94,770
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-17	Sale	-300,607.56	-75,911	-75,911
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-17	Sale	-236,043.72	-59,607	-59,607
PIL	J.P. Morgan Nominees Australia Pty Limited	2023-02-17	Sale	-453,713.04	-114,574	-114,574
PIL	National Nominees Limited	2023-02-14	Sale	-106,850.71	-27,156	-27,156
PIL	National Nominees Limited	2023-02-17	Sale	-58,596.12	-14,797	-14,797
PIL	Northern Trust Company Limited	2023-02-13	Sale	-234,432.50	-59,350	-59,350
PIL	Northern Trust Company Limited	2023-02-15	Sale	-2,124,916.35	-539,675	-539,675
PIL	Northern Trust Company Limited	2023-02-17	Sale	-2,150,525.52	-543,062	-543,062