Pendal Group Limited

Level 14, The Chifley Tower
2 Chifley Square
Sydney NSW 2000
Australia

ABN 28 126 385 822

PENDAL

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Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

19 May 2021

Dear Sir/Madam,

Re: Notice of Ceasing to be a Substantial Holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Ceasing to be a Substantial Holder (Form 605) in respect of Downer EDI Limited (**DOW**).

Yours faithfully



Joanne Hawkins
Group Company Secretary

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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 (DOW)

ACN/ARSN: ACN 003 872 848

1. Details of substantial holder(1)

Name: PENDAL GROUP LIMITED (PDL)

ACN/ARSN (if applicable): ACN 126 385 822

The holder ceased to be a substantial holder on: 17/05/2021

The previous notice was given to the company on: 07/05/2021

The previous notice was dated: 05/05/2021

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
17/05/2021	Pendal Group Limited & its Associates, Pendal Fund Services Limited, Pendal Institutional Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See 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 the voting interests of 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
Pendal Group Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Fund Services Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Institutional Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
DOWNER EDI LIMITED (DOW)	The Company Secretary, Triniti Business Campus, 39 Delhi Road, North Ryde, NSW 2113 Australia

Signature

Print name Joanne Hawkins Capacity Company Secretary

Sign here  Date 19/05/2021

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DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 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.

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ANNEXURE A

This is annexure 'A' referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Pendal Group Limited ACN 126 385 822 and its associated entities

Joanne Hawkins– Company Secretary, Pendal Group Limited 19/05/2021

Sales & Purchases for the period : 06/05/2021 to 17/05/2021

SECURITY: DOW

Pendal Fund Services Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
06/05/2021	HSBC Custody Nominees (Australia) Limited	Sell	-3756	-21071.16	Ordinary	3756
07/05/2021	HSBC Custody Nominees (Australia) Limited	Sell	-3756	-21005.05	Ordinary	3756
	Total		**-7512**	**-42076.21**		
	Pendal Fund Services Limited		**-7512**	**-42076.21**		

Pendal Institutional Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
11/05/2021	HSBC Custody Nominees (Australia) Limited	Sell	-5479	-31457.68	Ordinary	5479
	Total		**-5479**	**-31457.68**		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
12/05/2021	Northern Trust Company Limited	Buy	73386	413970.43	Ordinary	73386
	Total		**73386**	**413970.43**		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/05/2021	J.P. Morgan Nominees Australia Pty Limited	Sell	-356808	-1958875.92	Ordinary	356808
	Total		**-356808**	**-1958875.92**		
	Pendal Institutional Limited		**-288901**	**-1576363.17**		

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