Sensitivity: General Use

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme: Downer Edi Ltd

ACN/ARSN: 003 872 848

1. Details of substantial holder (1)

Name: Dimensional Entities
ACN/ARSN (if applicable): See Annexure A

The holder ceased to be substantial holder on: 16/09/2021
The previous notice was given to the company on: 27/07/2021
The previous notice was dated: 27/07/2021

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 B			

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
	N/A

4. Addresses

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

Name	Address
	See Annexure C

Signature

Dimensional Fund Advisors LP
By: Dimensional Holdings Inc., its General Partner

print name: By: Valerie A. Brown — capacity: Assistant Secretary and Vice President

sign here — date: September 20, 2021

For personal use only

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, moneys 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.

For personal use only

GUIDE **This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 605.**

Signature This form must be signed by either a director or a secretary of the substantial holder.

Lodging period Nil

Lodging Fee Nil

Other forms to be completed Nil

Additional information

(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.

(b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.

(c) The person must give a copy of this notice:

(i) within 2 business days after they become aware of the information; or

(ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:

(A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and

(B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must

1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides

2 show the corporation name and ACN or ARBN

3 number the pages consecutively

4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied

5 identify the annexure with a mark such as A, B, C, etc

6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)

7 sign and date the annexure

The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.

For personal use only

Sensitivity: General Use

ANNEXURE A
Downer Edi Ltd
ACN 003 872 848

1. DETAILS OF SUBSTANTIAL HOLDERS

In this Form 605, references to the "Dimensional Entities" are references to the following persons and entities and their respective associates and related bodies corporate:

Name	DFA Australia Limited (a subsidiary of Dimensional Fund Advisors LP) ACN 065 937 671
Name	Dimensional Fund Advisors LP
Name	Dimensional Fund Advisors Ltd. (a subsidiary of Dimensional Fund Advisors LP)
Name	Dimensional Fund Advisors Canada ULC (a subsidiary of DFA Canada LLC)
Name	DFA Canada LLC (a subsidiary of Dimensional Fund Advisors LP)
Name	Dimensional Fund Advisors Pte. Ltd. (a subsidiary of Dimensional Advisors Ltd.)
Name	Dimensional Advisors Ltd. (a subsidiary of Dimensional Fund Advisors LP)
Name	Dimensional Holdings Inc. (general partner of Dimensional Fund Advisors LP)
Name	Dimensional Holdings LLC (limited partner of Dimensional Fund Advisors LP)
Name	David Booth
Name	Rex Sinquefield

This is Annexure "A" referred to in Form 605: Notice of ceasing to be a substantial holder

Date: September 20, 2021

Print Name: Dimensional Fund Advisors LP
By: Dimensional Holdings Inc., its General Partner
By: Valerie A. Brown

Signature: _____

Capacity: Assistant Secretary and Vice President

For personal use only

Sensitivity: General Use

ANNEXURE B
Downer Edi Ltd
ACN 003 872 848

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
	The companies and individuals comprising the Dimensional Entities (as defined above) hold the following relevant interests in ordinary fully paid shares in DOWNER EDI LTD:				
	(a) Registered Schemes				
	DFA Australia Limited has the power to exercise, or control the exercise of, voting rights attached to these securities and /or the power to dispose of, or control the exercise of the disposal of these securities as responsible entity of the following registered managed investment schemes:				
Jul 27 2021 - Jul 28 2021	Dimensional Australian Core Equity Trust	Purchase	$ 453,330.23	83,665	83,665
Jul 27 2021 - Jul 28 2021	Dimensional Australian Small Company Trust	Purchase	$ 150,269.10	27,570	27,570
Jul 27 2021	Dimensional Australian Value Trust	Purchase	$ 26,424.60	4,898	4,898
	(b) Institutional Mandates				
	DFA Australia Limited has the power to exercise, or control the exercise of, voting rights attached to these securities and /or the power to dispose of, or control the exercise of the disposal of these securities under the following mandates with institutional investors:				

For personal use only

Jul 27 2021 - Jul 28 2021	Separate Account advised by DFA Australia Limited	Purchase	$ 41,479.74	7,671	7,671
Aug 03 2021 - Aug 18 2021	Separate Account advised by DFA Australia Limited	Sale	$ (326,993.87)	(51,901)	(51,901)
Sep 16 2021	Separate Account advised by DFA Australia Limited	Transfer	$ (2,324,788.48)	(348,544)	(348,544)
Aug 24 2021 - Sep 15 2021	Separate Account advised by DFA Australia Limited	Sale/Transfer	$ (2,393,685.97)	(365,254)	(365,254)
Sep 07 2021 - Sep 16 2021	Separate Account advised by DFA Australia Limited	Sale/Transfer	$ (4,098,204.43)	(627,904)	(627,904)
	(c) Other Dimensional Entities Funds and Mandates				
	DFA Australia Limited has the power to dispose of, or to control the exercise of the power to dispose of, these securities under sub-advisory agreements and consulting services agreements with other members of the Dimensional Entities in relation to the following mutual funds and mandates:				
Jul 29 2021	Separate Account advised by Dimensional Fund Advisors Ltd.	Purchase	$ 26,739.84	4,987	4,987
Jul 28 2021 - Sep 15 2021	Dimensional International Core Equity Market ETF of Dimensional ETF Trust	Purchase	$ 8,213.04	6,039	6,039
Sep 07 2021	VA International Value Portfolio of DFA Investment Dimensions Group Inc.	Transfer	$ 67,768.58	10,442	10,442
Sep 10 2021	World Allocation 60/40 Fund of Dimensional Funds PLC	Sale	$ (28,800.70)	(4,452)	(4,452)
Aug 27 2021 - Sep 08 2021	World ex U.S. Targeted Value Portfolio of DFA Investment Dimensions Group Inc.	Purchase/Transfer	$ 158,147.22	24,247	24,247
Aug 19 2021	VA International Small Portfolio of DFA Investment Dimensions Group Inc.	Sale	$ (36,006.15)	(5,675)	(5,675)
Sep 07 2021 - Sep 13 2021	Large Cap International Portfolio of DFA Investment Dimensions Group Inc.	Transfer	$ 1,450,112.50	222,514	222,514
Sep 16 2021	Separate Account advised by Dimensional Fund Advisors Pte. Ltd.	Purchase	$ 29,345.39	4,355	4,355
Aug 06 2021 - Aug 11 2021	The Asia Pacific Small Company Series of The DFA Investment Trust Company	Purchase	$ 841,821.92	154,410	154,410

For personal use only

Sensitivity: General Use

Sep 15 2021	T.A. World ex U.S. Core Equity Portfolio of DFA Investment Dimensions Group Inc.	Purchase	$ 461.04	339	339
Sep 10 2021 - Sep 14 2021	The DFA International Value Series of The DFA Investment Trust Company	Purchase/Transfer	$ 2,558,696.72	393,742	393,742
Sep 08 2021	Separate Account advised by Dimensional Fund Advisors LP	Purchase	$ 29,736.15	4,561	4,561
	(d) Dimensional Fund Advisors LP and each of its subsidiaries are each deemed to have the same relevant interests in the securities as DFA Australia Limited because Dimensional Fund Advisors LP controls DFA Australia Limited;				
	(e) David Booth and Rex Sinquefield are deemed to have the same relevant interests in the securities as Dimensional Fund Advisors LP as they each, individually or through trusts they control, have more than 20% voting power in Dimensional Holdings Inc., the general partner of Dimensional Fund Advisors LP;				
	(f) Dimensional Fund Advisors LP and other members of the Dimensional Entities may also have relevant interests in the securities referred to in paragraph (c) above as investment manager or advisor to the mutual funds and mandates referred to in that paragraph.				

For the purpose of section 671B of the Corporations Act, as at September 16, 2021, the total votes attached to voting shares in which the Dimensional Entities have relevant interests in is 34,461,178 being 4.951% of the total votes attached to all voting shares in Downer Edi Ltd.

This is Annexure "B" referred to in Form 605: Notice of ceasing to be a substantial holder

Date: September 20, 2021

Print Name: Dimensional Fund Advisors LP
By: Dimensional Holdings Inc., its General Partner
By: Valerie A. Brown

Signature: _____

Capacity: Assistant Secretary and Vice President

For personal use only

ANNEXURE C
Downer Edi Ltd
ACN 003 872 848

4. ADDRESSES

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

Name	Address
DFA Australia Limited	Level 43, 1 Macquarie Place, Sydney NSW 2000
Dimensional Fund Advisors LP	6300 Bee Cave Road, Building One, Austin, Texas, 78746, United States of America
Dimensional Fund Advisors Ltd.	20 Triton Street, London NW1 3BF, United Kingdom
DFA Canada LLC	6300 Bee Cave Road, Building One, Austin, Texas, 78746, United States of America
Dimensional Fund Advisors Canada ULC	745 Thurlow Street, Suite 2110, Vancouver, British Columbia V6E 0C5, Canada
Dimensional Advisors Ltd.	6300 Bee Cave Road, Building One, Austin, Texas, 78746, United States of America
Dimensional Fund Advisors Pte. Ltd.	8 Marina View, Asia Square Tower 1, Suite #33-01, Singapore 018960
Dimensional Holdings Inc.	6300 Bee Cave Road, Building One, Austin, Texas, 78746, United States of America
Dimensional Holdings LLC	6300 Bee Cave Road, Building One, Austin, Texas, 78746, United States of America
David Booth	6300 Bee Cave Road, Building One, Austin, Texas, 78746, United States of America
Rex Sinquefield	6300 Bee Cave Road, Building One, Austin, Texas, 78746, United States of America

This is Annexure "C" referred to in Form 605: Notice of ceasing to be a substantial holder

Date: September 20, 2021

Print Name: Dimensional Fund Advisors LP
By: Dimensional Holdings Inc., its General Partner
By: Valerie A. Brown

Signature: 

Capacity: Assistant Secretary and Vice President

For personal use only