

# Form 605

Corporations Act 2001  
Section 671B

## Notice of ceasing to be a substantial holder

To Company Name/Scheme  
ACN/ARSN

Downer EDI Limited (DOW)  
ACN 003 872 848

### 1. Details of substantial holder (1)

Name  
ACN/ARSN (if applicable)

Perpetual Limited and its related bodies corporate  
ACN 000 431 827

The holder ceased to be a  
substantial holder on **24/04/2026**

The previous notice was given to the company on **24/03/2026**

The previous notice was dated **20/03/2026**

### 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
	<b>Refer to Annexure A</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

### 4. Addresses

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

Name	Address
Perpetual Limited (PPT)	Level 14, 123 Pitt Street Sydney, NSW 2000
Pendal Group Limited (PDL)	Level 14, 123 Pitt Street Sydney, NSW 2000
Pendal Institutional Limited (PIL)	Level 14, 123 Pitt Street Sydney, NSW 2000
Pendal Fund Services Limited (PFSL)	Level 14, 123 Pitt Street Sydney, NSW 2000
Downer EDI Limited (DOW)	Level 2, Trinita III, Trinita Business Campus, 39 Delhi Road, North Ryde, NSW 2113

**Signature**

print name      Sylvie Dimarco      capacity      Company Secretary

**sign here**      *Sylvie Dimarco*      date      28/04/2026

## 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 28/04/2026

<b>Entity</b>	<b>Custodian</b>	<b>Date</b>	<b>Transaction Type</b>	<b>Consideration (Cash)</b>	<b>Class (Ordinary) and number</b>	<b>Person's vote affected</b>
PFSL	State Street Bank & Trust Company	2026-04-13	Sale	-2,562,605.91	-315,981	-315,981
PFSL	State Street Bank & Trust Company	2026-04-14	Sale	-748,317.99	-92,442	-92,442
PFSL	State Street Bank & Trust Company	2026-04-14	Sale	-230,594.17	-28,486	-28,486
PFSL	State Street Bank & Trust Company	2026-04-16	Sale	-734,405.72	-98,243	-98,243
PFSL	State Street Bank & Trust Company	2026-04-24	Sale	-7,997.90	-1,051	-1,051
PFSL	UBS Nominees Pty Limited	2026-04-15	Sale	-12,818.20	-1,666	-1,666
PFSL	UBS Nominees Pty Limited	2026-04-24	Sale	-951.225	-125	-125
PIL	BNP Paribas Securities Services	2026-04-14	Sale	-294,358.49	-36,363	-36,363
PIL	BNP Paribas Securities Services	2026-04-20	Sale	-178,376.78	-24,304	-24,304
PIL	Citibank, N.A.	2026-04-13	Sale	-252,551.30	-31,071	-31,071
PIL	Citibank, N.A.	2026-04-14	Sale	-131,600.42	-16,257	-16,257
PIL	Citibank, N.A.	2026-04-15	Sale	-58,589.81	-7,615	-7,615
PIL	Citibank, N.A.	2026-04-24	Sale	-4,345.20	-571	-571
PIL	HSBC Custody Nominees (Australia) Limited	2026-04-13	Sale	-128,011.02	-15,749	-15,749
PIL	HSBC Custody Nominees (Australia) Limited	2026-04-14	Sale	-22,463.63	-2,775	-2,775
PIL	HSBC Custody Nominees (Australia) Limited	2026-04-23	Sale	-3,383,750.16	-447,586	-447,586
PIL	J.P. Morgan Nominees Australia Pty Limited	2026-04-14	Sale	-101,155.12	-12,496	-12,496
PIL	J.P. Morgan Nominees Australia Pty Limited	2026-04-20	Sale	-77,944.43	-10,620	-10,620
PIL	J.P. Morgan Nominees Australia Pty Limited	2026-04-23	Sale	-412,657.35	-54,632	-54,632
PIL	JPMorgan Nominees Australia Limited	2026-04-14	Sale	-1,211,821.50	-149,700	-149,700
PIL	JPMorgan Nominees Australia Limited	2026-04-20	Sale	-933,358.84	-127,171	-127,171
PIL	Northern Trust Company Limited	2026-03-24	Sale	-1,011,451.77	-131,187	-131,187
PIL	Northern Trust Company Limited	2026-04-13	Sale	-58,539.30	-7,202	-7,202
PIL	Northern Trust Company Limited	2026-04-14	Sale	-65,755.69	-8,123	-8,123
PIL	Northern Trust Company Limited	2026-04-15	Sale	-36,484.95	-4,742	-4,742
PIL	Northern Trust Company Limited	2026-04-24	Sale	-2,701.48	-355	-355
PIL	Northern Trust Company Limited	2026-04-24	Sale	-532,656.84	-71,207	-71,207
PIL	State Street Bank & Trust Company	2026-04-13	Sale	-102,244.63	-12,579	-12,579
PIL	State Street Bank & Trust Company	2026-04-14	Sale	-53,240.82	-6,577	-6,577