



Announcement Summary

Entity name

DOWNER EDI LIMITED

Date of this announcement

Friday September 30, 2022

The +securities the subject of this notification are:

☒ +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
DOWAC	PERFORMANCE RIGHTS	1,382,903	27/09/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

DOWNER EDI LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ABN

Registration number

97003872848

1.3 ASX issuer code

DOW

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

30/9/2022



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

☒ +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

☒ has an existing ASX security code ("existing class")



Part 3B - number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

ASX +security code and description

DOWAC : PERFORMANCE RIGHTS

Date the +securities the subject of this notification were issued

27/9/2022

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class☒ Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?**☒ Yes**Provide details of the KMP or +associates being issued +securities.**

Name of KMP	Name of registered holder	Number of +securities
Grant Fenn	Same	374,714
Michael Ferguson	Same	93,679
Peter Tompkins	Same	93,679

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

The scheme grants performance rights to participants, each representing a right to one ordinary share, comprising of three equal tranches:

- a relative TSR performance hurdle for the three years to 30 June 2024;
- a compound annual EPS growth rate performance hurdle for the three years to 30 June 2024; and
- a scorecard performance hurdle for the three years to 30 June 2024.

A continued employment condition to 30 June 2025 applies to each tranche.

Any other information the entity wishes to provide about the +securities the subject of this notification



Issue details

Number of +securities

1,382,903

Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
DOW : ORDINARY FULLY PAID	675,425,623

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
DOWAB : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	4,999,967
DOWAC : PERFORMANCE RIGHTS	3,968,773



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

☒ Yes

5.1a Select the number of the applicable exception in Listing Rule 7.2

14