

# Appendix 3Z

## Final Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	<b>Downer EDI Limited</b>
<b>ABN</b>	<b>97 003 872 848</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	Grant Anthony Fenn
<b>Date of last notice</b>	30 September 2022
<b>Date that director ceased to be director</b>	27 February 2023

### Part 1 – Director's relevant interests in securities of which the director is the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Number &amp; class of securities</b>
2,049,795,809 ordinary shares.
959,031 performance rights, each representing a right to one ordinary share.

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#### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities
Grant Anthony Fenn	2,049,795,809 ordinary shares.
Beneficial interest in securities held by CPU Share Plans Pty Ltd (Trustee of the Downer EDI Limited Deferred Employee Share Plan).	<p>959,031 performance rights, each representing a right to one ordinary share, comprising of:</p> <ol style="list-style-type: none"><li>2021 LTI Plan – 584,317 performance rights. The grant is comprised of three tranches:<ol style="list-style-type: none"><li>194,772 performance rights with a relative TSR performance hurdle for the three years to 30 June 2023;</li><li>194,772 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2023; and</li><li>194,773 performance rights with a scorecard performance hurdle for the three years to 30 June 2023.</li></ol><p>A continued employment condition to 30 June 2024 applies to each tranche.</p></li><li>2022 LTI Plan – 374,714 performance rights. The grant is comprised of three tranches:<ol style="list-style-type: none"><li>124,905 performance rights with a relative TSR performance hurdle for the three years to 30 June 2024;</li><li>124,905 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2024; and</li><li>124,904 performance rights with a scorecard performance hurdle for the three years to 30 June 2024.</li></ol><p>A continued employment condition to 30 June 2025 applies to each tranche.</p></li></ol>

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+ See chapter 19 for defined terms.

**Part 3 – Director's interests in contracts**

<b>Detail of contract</b>	Nil
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>No. and class of securities to which interest relates</b>	

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+ See chapter 19 for defined terms.