

# Appendix 3Y

## Change of 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 30/09/01 Amended 01/01/11

<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.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>Peter John Tompkins</b>
<b>Date of last notice</b>	<b>25 September 2023</b>

### **Part 1 - Change of director's relevant interests in securities**

*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>Direct or indirect interest</b>	Direct: 122,771 ordinary shares Indirect: 183,365 ordinary shares and 832,953 performance rights, each representing a right to one ordinary share.
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Held by CPU Share Plans Pty Ltd (Trustee of the Downer EDI Limited Deferred Employee Share Plan).
<b>Date of change</b>	4 July 2024

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<p><b>No. of securities held prior to change</b></p>	<p>306,136 ordinary shares.</p> <p>118,026 performance rights, each representing a right to one ordinary share, comprising:</p> <ol style="list-style-type: none"> <li>1. 2021 LTI Plan 24,347 performance rights which have met the relevant performance condition and remain subject to a continued employment condition to 30 June 2024 and board approval.</li> <li>2. 2022 LTI Plan – 93,679 performance rights. The grant is comprised of three tranches: <ol style="list-style-type: none"> <li>a. 31,226 performance rights with a relative TSR performance hurdle for the three years to 30 June 2024;</li> <li>b. 31,226 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2024; and</li> <li>c. 31,227 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>
<p><b>Class</b></p>	<p>Performance rights</p>
<p><b>Number acquired</b></p>	<p>714,927 Performance Rights</p>
<p><b>Number disposed</b></p>	<p>Nil</p>
<p><b>Value/Consideration</b>  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Not applicable</p>
<p><b>No. of securities held after change</b></p>	<p>306,136 ordinary shares.</p> <p>832,953 performance rights, each representing a right to one ordinary share, comprising:</p> <ol style="list-style-type: none"> <li>1. 2021 LTI Plan 24,347 performance rights which have met the relevant performance condition and remain subject to a continued employment condition to 30 June 2024 and board approval.</li> <li>2. 2022 LTI Plan – 93,679 performance rights. The grant is comprised of three tranches: <ol style="list-style-type: none"> <li>a. 31,226 performance rights with a relative TSR performance hurdle for the three years to 30 June 2024;</li> <li>b. 31,226 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2024; and</li> <li>c. 31,227 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 and board approval applies to each tranche.</p> </li> </ol>

+ See chapter 19 for defined terms.

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	<p>3. 2023 LTI Plan – 234,479 performance rights. The grant is comprised of three tranches:</p> <ol style="list-style-type: none"> <li>a. 78,160 performance rights with a relative TSR performance hurdle for the three years to 30 June 2025;</li> <li>b. 78,160 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2025; and</li> <li>c. 78,159 performance rights with a scorecard performance hurdle for the three years to 30 June 2025.</li> </ol> <p>A continued employment condition to 30 June 2026 and board approval applies to each tranche.</p> <p>4. 2024 LTI Plan – 480,448 performance rights. The grant is comprised of three tranches:</p> <ol style="list-style-type: none"> <li>a. 160,149 performance rights with a relative TSR performance hurdle for the three years to 30 June 2026;</li> <li>b. 160,149 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2026; and</li> <li>c. 160,150 performance rights with a scorecard performance hurdle for the three years to 30 June 2026.</li> </ol> <p>A continued employment condition to 30 June 2027 and board approval applies to each tranche.</p>
<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<ul style="list-style-type: none"> <li>• 234,479 performance rights have been granted to Mr Tompkins under the LTI plan for 2023; and</li> <li>• 480,448 performance rights have been granted to Mr Tompkins under the LTI plan for 2024.</li> </ul>

**Part 2 – Change of director's interests in contracts**

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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<p><b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed</p>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

#### Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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