

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

Name of entity	Downer EDI Limited
ABN	97 003 872 848

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.

Name of Director	Peter John Tompkins
Date of last notice	28 August 2024

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.

Direct or indirect interest	Direct: 122,771 ordinary shares Indirect: 207,712 ordinary shares and 714,927 performance rights, each representing a right to one ordinary share.
Nature of indirect interest (including registered holder) 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).
Date of change	3 September 2024

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No. of securities held prior to change	<p>330,483 ordinary shares.</p> <p>808,606 performance rights, each representing a right to one ordinary share, comprising:</p> <ol style="list-style-type: none"> <i>2022 LTI Plan</i> <p>93,679 performance rights. The grant is comprised of three tranches:</p> <ol style="list-style-type: none"> 31,226 performance rights with a relative TSR performance hurdle for the three years to 30 June 2024; 31,226 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2024; and 31,227 performance rights with a scorecard performance hurdle for the three years to 30 June 2024. <p>A continued employment condition to 30 June 2025 and board approval applies to each tranche.</p> <i>2023 LTI Plan</i> <p>234,479 performance rights. The grant is comprised of three tranches:</p> <ol style="list-style-type: none"> 78,160 performance rights with a relative TSR performance hurdle for the three years to 30 June 2025; 78,160 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2025; and 78,159 performance rights with a scorecard performance hurdle for the three years to 30 June 2025. <p>A continued employment condition to 30 June 2026 and board approval applies to each tranche.</p> <i>2024 LTI Plan</i> <p>480,448 performance rights. The grant is comprised of three tranches:</p> <ol style="list-style-type: none"> 160,149 performance rights with a relative TSR performance hurdle for the three years to 30 June 2026; 160,149 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2026; and 160,150 performance rights with a scorecard performance hurdle for the three years to 30 June 2026. <p>A continued employment condition to 30 June 2027 and board approval applies to each tranche.</p>
Class	Ordinary shares
Number acquired	Nil
Number disposed	93,679 performance rights granted to Mr Tompkins under the LTI Plan (2022 Plan) have not met the relevant performance hurdles and have been forfeited.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable

+ See chapter 19 for defined terms.

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No. of securities held after change	<p>330,483 ordinary shares.</p> <p>714,927 performance rights, each representing a right to one ordinary share, comprising:</p> <p>1. <i>2023 LTI Plan</i></p> <p>234,479 performance rights. The grant is comprised of three tranches:</p> <ul style="list-style-type: none"> a. 78,160 performance rights with a relative TSR performance hurdle for the three years to 30 June 2025; b. 78,160 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2025; and c. 78,159 performance rights with a scorecard performance hurdle for the three years to 30 June 2025. <p>A continued employment condition to 30 June 2026 and board approval applies to each tranche.</p> <p>2. <i>2024 LTI Plan</i></p> <p>480,448 performance rights. The grant is comprised of three tranches:</p> <ul style="list-style-type: none"> a. 160,149 performance rights with a relative TSR performance hurdle for the three years to 30 June 2026; b. 160,149 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2026; and c. 160,150 performance rights with a scorecard performance hurdle for the three years to 30 June 2026. <p>A continued employment condition to 30 June 2027 and board approval applies to each tranche.</p>
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<p>93,679 performance rights granted to Mr Tompkins under the LTI Plan (2022 Plan) have not met the relevant performance hurdles and have been forfeited.</p>

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.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	

+ See chapter 19 for defined terms.

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No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

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

⁺ See chapter 19 for defined terms.