

# 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    | Grant Anthony Fenn |
| Date of last notice | 1 August 2016      |

### 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 (134,313 shares) & Indirect (572,586 ordinary shares and 1,182,681 performance rights, each representing a right to one ordinary share).  |
| Nature of indirect interest<br>(including registered holder)<br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Held by CPU Share Plans Pty Ltd (Trustee of the Downer EDI Limited Deferred Employee Share Plan)   |
| Date of change  | 11 August 2016.  |
| No. of securities held prior to change  | 626,492 ordinary shares.<br><br>1,182,681 performance rights, each representing a right to one ordinary share, comprising of:<br><br>1. 2015 LTI Plan<br>511,247 performance rights. The grant is comprised of three tranches:<br><br>a. 170,416 performance rights with a relative TSR performance hurdle for the three years to 30 June 2017;<br><br>b. 170,416 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2017; and<br><br>c. 170,415 performance rights with a scorecard performance hurdle for the three years to 30 June 2017 |

+ See chapter 19 for defined terms.

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|   |   |
|---|---|
| <p>No. of securities held prior to change (continued)</p>   | <p>A continued employment condition to 30 June 2018 applies to each tranche.</p> <p>2. 2016 LTI Plan<br/>         671,434 performance rights. The grant is comprised of three tranches:</p> <ul style="list-style-type: none"> <li>a. 223,811 performance rights with a relative TSR performance hurdle for the three years to 30 June 2018;</li> <li>b. 223,811 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2018; and</li> <li>c. 223,812 performance rights with a scorecard performance hurdle for the three years to 30 June 2018</li> </ul> <p>A continued employment condition to 30 June 2019 applies to each tranche.</p> |
| <p>Class</p>  | <p>Ordinary shares</p>  |
| <p>Number acquired</p>  | <p>80,407</p>   |
| <p>Number disposed</p>  | <p>Nil</p>  |
| <p>Value/Consideration<br/>         Note: If consideration is non-cash, provide details and estimated valuation</p> | <p>\$5.0723 per share</p>   |

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| <p>No. of securities held after change</p>  | <p>706,899 ordinary shares.</p> <p>1,182,681 performance rights, each representing a right to one ordinary share, comprising of:</p> <ol style="list-style-type: none"> <li>1. 2015 LTI Plan           <p>511,247 performance rights. The grant is comprised of three tranches:</p> <ol style="list-style-type: none"> <li>a. 170,416 performance rights with a relative TSR performance hurdle for the three years to 30 June 2017;</li> <li>b. 170,416 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2017; and</li> <li>c. 170,415 performance rights with a scorecard performance hurdle for the three years to 30 June 2017</li> </ol> <p>A continued employment condition to 30 June 2018 applies to each tranche.</p> </li> <li>2. 2016 LTI Plan           <p>671,434 performance rights. The grant is comprised of three tranches:</p> <ol style="list-style-type: none"> <li>a. 223,811 performance rights with a relative TSR performance hurdle for the three years to 30 June 2018;</li> <li>b. 223,811 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2018; and</li> <li>c. 223,812 performance rights with a scorecard performance hurdle for the three years to 30 June 2018</li> </ol> <p>A continued employment condition to 30 June 2019 applies to each tranche.</p> </li> </ol> |
| <p><b>Nature of change</b><br/>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p> | <p>80,407 shares have been allocated to Mr Fenn from the employee share plan trust in satisfaction of the Second Deferred Component of his 2014 short-term incentive award and the First Deferred Component of his 2015 short-term incentive award.</p>   |

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

### Part 3 – +Closed period

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

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