

# 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	28 June 2018

### 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 (961,478 ordinary shares) & Indirect (202,725 ordinary shares and 1,547,403 performance rights, each representing a right to one ordinary share).
Nature of indirect interest (including registered holder) <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	8 August 2018.
No. of securities held prior to change	826,226 ordinary shares.  1,885,380 performance rights, each representing a right to one ordinary share, comprising of:  <ol style="list-style-type: none"><li>1. 2015 LTI Plan - 337,977 performance rights which have met the relevant performance condition and remain subject to a continued employment condition to 30 June 2018.</li><li>2. 2016 LTI Plan - 711,717 performance rights. The grant is comprised of three tranches:<ol style="list-style-type: none"><li>a. 237,239 performance rights with a relative TSR performance hurdle for the three years to 30 June 2018;</li><li>b. 237,239 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2018; and</li><li>c. 237,239 performance rights with a scorecard performance hurdle for the three years to 30 June 2018.</li></ol></li></ol>

---

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

No. of securities held prior to change (continued)	<p>A continued employment condition to 30 June 2019 applies to each tranche.</p> <ol style="list-style-type: none"> <li>1. 2017 LTI Plan - 503,526 performance rights. The grant is comprised of three tranches: <ol style="list-style-type: none"> <li>a. 167,842 performance rights with a relative TSR performance hurdle for the three years to 30 June 2019;</li> <li>b. 167,842 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2019; and</li> <li>c. 167,842 performance rights with a scorecard performance hurdle for the three years to 30 June 2019.</li> </ol> <p>A continued employment condition to 30 June 2020 applies to each tranche.</p> </li> <li>2. 2018 LTI Plan – 332,160 performance rights. The grant is comprised of three tranches: <ol style="list-style-type: none"> <li>a. 110,720 performance rights with a relative TSR performance hurdle for the three years to 30 June 2020;</li> <li>b. 110,720 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2020; and</li> <li>c. 110,720 performance rights with a scorecard performance hurdle for the three years to 30 June 2020.</li> </ol> <p>A continued employment condition to 30 June 2021 applies to each tranche.</p> </li> </ol>
Class	Ordinary shares
Number acquired	337,977 shares were allocated after provisionally qualified performance rights granted under the 2015 LTI plan met the remaining conditions and vested.
Number disposed	337,977 performance rights vested and were exercised to 337,977 ordinary shares.
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Not applicable

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p>No. of securities held after change</p>	<p>1,164,203 ordinary shares.</p> <p>1,547,403 performance rights, each representing a right to one ordinary share, comprising of:</p> <ol style="list-style-type: none"> <li>1. 2016 LTI Plan - 711,717 performance rights. The grant is comprised of three tranches: <ol style="list-style-type: none"> <li>a. 237,239 performance rights with a relative TSR performance hurdle for the three years to 30 June 2018;</li> <li>b. 237,239 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2018; and</li> <li>c. 237,239 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> <li>2. 2017 LTI Plan - 503,526 performance rights. The grant is comprised of three tranches: <ol style="list-style-type: none"> <li>a. 167,842 performance rights with a relative TSR performance hurdle for the three years to 30 June 2019;</li> <li>b. 167,842 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2019; and</li> <li>c. 167,842 performance rights with a scorecard performance hurdle for the three years to 30 June 2019.</li> </ol> <p>A continued employment condition to 30 June 2020 applies to each tranche.</p> </li> <li>3. 2018 LTI Plan – 332,160 performance rights. The grant is comprised of three tranches: <ol style="list-style-type: none"> <li>d. 110,720 performance rights with a relative TSR performance hurdle for the three years to 30 June 2020;</li> <li>e. 110,720 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2020; and</li> <li>f. 110,720 performance rights with a scorecard performance hurdle for the three years to 30 June 2020.</li> </ol> <p>A continued employment condition to 30 June 2021 applies to each tranche.</p> </li> </ol>
<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>	<p>337,977 performance rights granted under the 2015 LTI plan vested and were exercised to 337,977 ordinary shares.</p>

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

---

#### 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	
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 – <sup>+</sup>Closed period

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> 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

---

<sup>+</sup> See chapter 19 for defined terms.