

Appendix 3D

Changes relating to buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Downer EDI Limited	97 003 872 848

We (the entity) give ASX the following information.

1	Date that an Appendix 3C or the last Appendix 3D was given to ASX	27 April 2021
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Information about the change

Complete each item for which there has been a change and items 9 and 10.

Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
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On-market buy-back

2	Name of broker who will act on the company's behalf		
3	Deleted 30/9/2001.		

⁺ See chapter 19 for defined terms.

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<p>4 If the company/trust intends to buy back a maximum number of shares/units – that number</p> <p>Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.</p>	<p>Up to a maximum of 70,100,000 shares (representing 10% of the issued capital in the Company as at 27 April 2021).</p> <p>The Company reserves the rights to suspend or terminate the buyback at any time.</p>	<p>Up to 67,575,788 fully paid ordinary shares in the Company (representing 10% of the issued capital in the Company as at 20 April 2022) and in all cases within the 10/12 limit in the Corporations Act.</p> <p>The Company reserves the rights to suspend or terminate the buyback at any time.</p>
<p>5 If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back</p>		<p>Up to 39,542,055 fully paid ordinary shares in the Company in the 12-month period from Thursday 12 May 2022 and otherwise within the 10/12 limit (having bought-back 28,033,733 shares in the period from Wednesday 12 May 2021 to the date of this Appendix 3D).</p>
<p>6 If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention</p>	<p>Commencing no earlier than Wednesday 12 May 2021 and ending on 11 May 2022.</p> <p>The Company reserves the rights to suspend or terminate the buyback at any time.</p>	<p>The on-market buy-back program is extended for 12 months, from Wednesday 11 May 2022.</p> <p>The Company reserves the rights to suspend or terminate the buyback at any time.</p>

[†] See chapter 19 for defined terms.

7 If the company/trust intends to buy back shares/units if conditions are met – those conditions	
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All buy-backs

8 Any other change	
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9 Reason for change	<p>The Company wishes to extend the buy-back for a 12-month period, commencing 11 May 2022 to maintain flexibility with regard to its capital management strategies. Shares bought back will be within the 10/12 limit exception in the Corporations Act. Shares will be bought back should the Company consider it appropriate to do so having regard to the Company’s capital management strategy.</p>
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10 Any other information material to a shareholder’s/unitholder’s decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>)	<p>Not applicable.</p>
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Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust’s constitution, relevant to this buy-back.

⁺ See chapter 19 for defined terms.

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2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.



Sign here: Date: 20 April 2022
Company secretary

Print name: Robert Regan
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⁺ See chapter 19 for defined terms.