



Announcement Summary

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**Entity name**

DOWNER EDI LIMITED

**Date of this announcement**

Friday September 30, 2022

**The +securities the subject of this notification are:**

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

**Total number of +securities to be issued/transferred**

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
DOWAC	PERFORMANCE RIGHTS	1,382,903	27/09/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of entity**

DOWNER EDI LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

**1.2 Registered number type**

ABN

**Registration number**

97003872848

**1.3 ASX issuer code**

DOW

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

30/9/2022



Part 2 - Issue details

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**2.1 The +securities the subject of this notification are:**

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

**2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:**

has an existing ASX security code ("existing class")



Part 3B - number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

**ASX +security code and description**

DOWAC : PERFORMANCE RIGHTS

**Date the +securities the subject of this notification were issued**

27/9/2022

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class** Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?** Yes**Provide details of the KMP or +associates being issued +securities.**

Name of KMP	Name of registered holder	Number of +securities
Grant Fenn	Same	374,714
Michael Ferguson	Same	93,679
Peter Tompkins	Same	93,679

**Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms**

The scheme grants performance rights to participants, each representing a right to one ordinary share, comprising of three equal tranches:

- a relative TSR performance hurdle for the three years to 30 June 2024;
- a compound annual EPS growth rate performance hurdle for the three years to 30 June 2024; and
- a scorecard performance hurdle for the three years to 30 June 2024.

A continued employment condition to 30 June 2025 applies to each tranche.

**Any other information the entity wishes to provide about the +securities the subject of this notification**



Issue details

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**Number of +securities**

1,382,903

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Part 4 - +Securities on issue

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**Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:**

**(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)**

**4.1 Quoted +Securities (Total number of each +class of +securities quoted)**

<b>ASX +security code and description</b>	<b>Total number of +securities on issue</b>
DOW : ORDINARY FULLY PAID	675,425,623

**4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)**

<b>ASX +security code and description</b>	<b>Total number of +securities on issue</b>
DOWAB : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	4,999,967
DOWAC : PERFORMANCE RIGHTS	3,968,773



Part 5 - Other Listing Rule requirements

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**5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?**

Yes

**5.1a Select the number of the applicable exception in Listing Rule 7.2**

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