

Appendix 3X

Initial 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 30/9/2001.

Name of entity	Downer EDI Limited
ABN	97 003 872 848

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Peter John Tompkins
Date of appointment	1 February 2023

Part 1 - Director's relevant interests in securities of which the director is the registered holder

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.

Number & class of securities
286,004 ordinary shares.
239,758 performance rights, each representing a right to one ordinary share, comprising:
1. 2021 LTI Plan – 146,079 performance rights. The grant is comprised of three tranches:
a. 48,693 performance rights with a relative TSR performance hurdle for the three years to 30 June 2023;
b. 48,693 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2023; and
c. 48,693 performance rights with a scorecard performance hurdle for the three years to 30 June 2023.
A continued employment condition to 30 June 2024 applies to each tranche.
2. 2022 LTI Plan – 93,679 performance rights. The grant is comprised of three tranches:
a. 31,226 performance rights with a relative TSR performance hurdle for the three years to 30 June 2024;
b. 31,226 performance rights with a compound annual EPS growth rate performance

+ See chapter 19 for defined terms.

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- hurdle for the three years to 30 June 2024; and
- c. 31,227 performance rights with a scorecard performance hurdle for the three years to 30 June 2024.

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

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Nil
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Part 3 – 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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	N/A

+ See chapter 19 for defined terms.