

28 February 2023

Company Announcements Office  
ASX Limited  
Exchange Centre  
Level 4, 20 Bridge Street  
SYDNEY NSW 2000

Dear Officer

Earlier today Downer released an Appendix 3Z in relation to the retirement of Grant Fenn as a Director of the Company.

The attached updated Appendix 3Z corrects the number of ordinary shares held by Mr Fenn to 2,049,772.

Yours sincerely,  
**Downer EDI Limited**



Robert Regan  
Company Secretary

# Appendix 3Z

## Final 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.

<b>Name of entity</b>	<b>Downer EDI Limited</b>
<b>ABN</b>	<b>97 003 872 848</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	Grant Anthony Fenn
<b>Date of last notice</b>	30 September 2022
<b>Date that director ceased to be director</b>	27 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.

<b>Number &amp; class of securities</b>
2,049,772 ordinary shares.
959,031 performance rights, each representing a right to one ordinary share.

## Appendix 3Z

### Final Director's Interest Notice

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

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.

*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>	Number & class of securities
Grant Anthony Fenn	2,049,772 ordinary shares.
Beneficial interest in securities held by CPU Share Plans Pty Ltd (Trustee of the Downer EDI Limited Deferred Employee Share Plan).	<p>959,031 performance rights, each representing a right to one ordinary share, comprising of:</p> <ol style="list-style-type: none"><li>2021 LTI Plan – 584,317 performance rights. The grant is comprised of three tranches:<ol style="list-style-type: none"><li>194,772 performance rights with a relative TSR performance hurdle for the three years to 30 June 2023;</li><li>194,772 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2023; and</li><li>194,773 performance rights with a scorecard performance hurdle for the three years to 30 June 2023.</li></ol><p>A continued employment condition to 30 June 2024 applies to each tranche.</p></li><li>2022 LTI Plan – 374,714 performance rights. The grant is comprised of three tranches:<ol style="list-style-type: none"><li>124,905 performance rights with a relative TSR performance hurdle for the three years to 30 June 2024;</li><li>124,905 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2024; and</li><li>124,904 performance rights with a scorecard performance hurdle for the three years to 30 June 2024.</li></ol><p>A continued employment condition to 30 June 2025 applies to each tranche.</p></li></ol>

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+ See chapter 19 for defined terms.

**Part 3 – Director's interests in contracts**

<b>Detail of contract</b>	Nil
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>No. and class of securities to which interest relates</b>	

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+ See chapter 19 for defined terms.