

# 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

<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.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>Grant Anthony Fenn</b>
<b>Date of last notice</b>	<b>7 August 2020</b>

### 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.

<b>Direct or indirect interest</b>	Direct (961,478 ordinary shares) & Indirect (915,986 ordinary shares and 307,573 performance rights, each representing a right to one ordinary share).
<b>Nature of indirect interest (including registered holder)</b> <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)
<b>Date of change</b>	12 August 2020.
<b>No. of securities held prior to change</b>	1,877,464 ordinary shares.  646,097 performance rights, each representing a right to one ordinary share, comprising of:  1. 2018 LTI Plan – 338,524 performance rights. The grant is comprised of three tranches: a. 112,841 performance rights with a relative TSR performance hurdle for the three years to 30 June 2020; b. 112,841 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2020; and c. 112,842 performance rights with a scorecard performance hurdle for the three years to 30 June 2020.  A continued employment condition to 30 June 2021 applies to each tranche.

+ See chapter 19 for defined terms.

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<b>No. of securities held prior to change</b> (continued)	<p>2. 2019 LTI Plan – 307,573 performance rights. The grant is comprised of three tranches:</p> <ul style="list-style-type: none"> <li>a. 102,524 performance rights with a relative TSR performance hurdle for the three years to 30 June 2021;</li> <li>b. 102,524 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2021; and</li> <li>c. 102,525 performance rights with a scorecard performance hurdle for the three years to 30 June 2021.</li> </ul> <p>A continued employment condition to 30 June 2022 applies to each tranche.</p>
<b>Class</b>	Ordinary shares
<b>Number acquired</b>	Nil.
<b>Number disposed</b>	338,524 performance rights granted to Mr Fenn under the LTI Plan (2018 Plan) have not met the relevant performance hurdles and have been forfeited.
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Not applicable
<b>No. of securities held after change</b>	<p>1,877,464 ordinary shares.</p> <p>307,573 performance rights, each representing a right to one ordinary share, comprising of:</p> <ul style="list-style-type: none"> <li>1. 2019 LTI Plan – 307,573 performance rights. The grant is comprised of three tranches: <ul style="list-style-type: none"> <li>a. 102,524 performance rights with a relative TSR performance hurdle for the three years to 30 June 2021;</li> <li>b. 102,524 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2021; and</li> <li>c. 102,525 performance rights with a scorecard performance hurdle for the three years to 30 June 2021.</li> </ul> </li> </ul> <p>A continued employment condition to 30 June 2022 applies to each tranche.</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	338,524 performance rights granted to Mr Fenn under the LTI Plan (2018 Plan) have not met the relevant performance hurdles and have been forfeited.

+ See chapter 19 for defined terms.

## 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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

## Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	<b>No</b>
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	<b>N/A</b>
<b>If prior written clearance was provided, on what date was this provided?</b>	<b>N/A</b>

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