

## Appendix 3E

### Daily share buy-back notice (*except* minimum holding buy-back and selective buy-back)

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

Introduced 1/9/99. Origin: rule 3.6, Appendix 7C. Amended 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.

#### Information about buy-back

|  |                |
|--|----------------|
| 1    Type of buy-back                  | On-market      |
| 2    Date Appendix 3C was given to ASX | 20 August 2015 |

#### Total of all shares/units bought back, or in relation to which acceptances have been received, before, and on, previous day

|   | Before previous day | Previous day   |
|---|---------------------|----------------|
| 3    Number of shares/units bought back or if buy-back is an equal access scheme, in relation to which acceptances have been received | 6,504,850           | 361,770        |
| 4    Total consideration paid or payable for the shares/units   | \$21,514,770.82     | \$1,329,830.34 |

---

+ See chapter 19 for defined terms.

**Appendix 3E**  
**Daily share buy-back notice**

---

|  | <b>Before previous day</b>   | <b>Previous day</b>  |
|--|--|--|
| 5 If buy-back is an on-market buy-back | highest price paid:<br>date:<br>\$3.69<br>24 November 2015<br><br>lowest price paid:<br>date:<br>\$3.11<br>9 February 2016 | highest price paid:<br>\$3.69<br><br>lowest price paid:<br>\$3.62<br><br>highest price allowed<br>under rule 7.33:<br>\$3.6959 |

**Participation by directors**

6 Deleted 30/9/2001.

**How many shares/units may still be bought back?**

7 If the company/trust has disclosed an intention to buy back a maximum number of shares/units – the remaining number of shares/units to be bought back

36,393,380

**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.

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.

---

+ See chapter 19 for defined terms.

Sign here:  Date: 10 March 2016  
(Company secretary)

Print name: Peter John Tompkins  
== == == == ==

---

+ See chapter 19 for defined terms.