

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

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| Name of entity | Downer EDI Limited |
| ABN | 97 003 872 848 |

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.

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| Name of Director | Peter John Tompkins |
| Date of last notice | 30 September 2025 |

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 (j) of the definition of "notifiable interest of a director" should be disclosed in this part.

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| Direct or indirect interest | Direct: 122,771 ordinary shares Indirect: 223,062 ordinary shares and 1,267,414 performance rights, each representing a right to one ordinary share. |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | Held by CPU Share Plans Pty Ltd (Trustee of the Downer EDI Limited Deferred Employee Share Plan). |
| Date of change | 27 February 2026 |
| No. of securities held prior to change | 345,833 ordinary shares. 964,941 performance rights, each representing a right to one ordinary share, comprising: 1. <i>2023 LTI Plan</i> 124,344 performance rights have met the relevant performance condition. These rights remain subject to a continued employment condition to 30 June 2026 and a board approval condition. 2. <i>2024 LTI Plan</i> 480,448 performance rights. The grant is comprised of three tranches: a. 160,149 performance rights with a relative TSR performance hurdle for the three years to 30 June 2026; b. 160,149 performance rights with a compound annual EPS |

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| | <p>growth rate performance hurdle for the three years to 30 June 2026; and</p> <p>c. 160,150 performance rights with a scorecard performance hurdle for the three years to 30 June 2026.</p> <p>A continued employment condition to 30 June 2027 and board approval applies to each tranche.</p> <p><i>3. 2025 LTI Plan</i></p> <p>360,149 performance rights. The grant is comprised of three tranches:</p> <p>a. 120,050 performance rights with a relative TSR performance hurdle for the three years to 30 June 2027;</p> <p>b. 120,050 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2027; and</p> <p>c. 120,049 performance rights with a scorecard performance hurdle for the three years to 30 June 2027.</p> |
| Class | Ordinary shares |
| Number acquired | 302,473 Performance Rights |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Not applicable |

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| No. of securities held after change | <p>345,833 ordinary shares.</p> <p>1,267,414 performance rights, each representing a right to one ordinary share, comprising:</p> <p><i>1. 2023 LTI Plan</i></p> <p>124,344 performance rights have met the relevant performance condition. These rights remain subject to a continued employment condition to 30 June 2026 and a board approval condition.</p> <p><i>2. 2024 LTI Plan</i></p> <p>480,448 performance rights. The grant is comprised of three tranches:</p> <ol style="list-style-type: none"> a. 160,149 performance rights with a relative TSR performance hurdle for the three years to 30 June 2026; b. 160,149 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2026; and c. 160,150 performance rights with a scorecard performance hurdle for the three years to 30 June 2026. <p>A continued employment condition to 30 June 2027 and board approval applies to each tranche.</p> <p><i>3. 2025 LTI Plan</i></p> <p>360,149 performance rights. The grant is comprised of three tranches:</p> <ol style="list-style-type: none"> a. 120,050 performance rights with a relative TSR performance hurdle for the three years to 30 June 2027; b. 120,050 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2027; and c. 120,049 performance rights with a scorecard performance hurdle for the three years to 30 June 2027. <p>A continued employment condition to 30 June 2028 and board approval applies to each tranche.</p> <p><i>4. 2026 LTI Plan</i></p> <p>302,473 performance rights. The grant is comprised of two tranches:</p> <ol style="list-style-type: none"> a. 151,236 performance rights with a relative TSR performance hurdle for the three years to 30 June 2028; and b. 151,237 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2028. <p>A continued employment condition to 30 June 2029 and board approval applies to each tranche.</p> |
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| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | 302,473 performance rights have been granted to Mr Tompkins under the LTI Plan (2026 Plan). |
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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.

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

Part 3 – ⁺Closed period

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

⁺ See chapter 19 for defined terms.