

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

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.

Name of Director	Peter John Tompkins
Date of last notice	26 August 2026

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.

Direct or indirect interest	Direct: 122,771 ordinary shares Indirect: 347,406 ordinary shares and 1,116,325 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	31 August 2026
No. of securities held prior to change	345,833 ordinary shares. 1,240,669 performance rights, each representing a right to one ordinary share, comprising: 1. 2023 LTI Plan 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. 2024 LTI Plan 453,703 performance rights have met the relevant performance condition. These rights remain subject to a continued employment condition to 30 June 2027 and a board approval condition.

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	3. 2025 LTI Plan 360,149 performance rights. The grant is comprised of three tranches: 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. A continued employment condition to 30 June 2028 and board approval applies to each tranche. 4. 2026 LTI Plan 302,473 performance rights. The grant is comprised of two tranches: 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. A continued employment condition to 30 June 2029 and board approval applies to each tranche.
Class	Ordinary shares
Number acquired	124,344 ordinary shares were allocated after provisionally qualified performance rights under the 2023 LTI plan met the remaining conditions and vested.
Number disposed	124,344 performance rights under the 2023 LTI plan vested and were converted to ordinary shares.
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	470,177 ordinary shares. 1,116,325 performance rights, each representing a right to one ordinary share, comprising: 1. <i>2024 LTI Plan</i> 453,703 performance rights have met the relevant performance condition. These rights remain subject to a continued employment condition to 30 June 2027 and a board approval condition. 2. <i>2025 LTI Plan</i> 360,149 performance rights. The grant is comprised of three tranches: 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. A continued employment condition to 30 June 2028 and board approval applies to each tranche. 3. <i>2026 LTI Plan</i> 302,473 performance rights. The grant is comprised of two tranches: 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. A continued employment condition to 30 June 2029 and board approval applies to each tranche.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	124,344 performance rights provisionally qualified performance rights under the 2023 LTI plan vested and were converted to 124,344 ordinary shares.

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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.

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

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.