

# 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>Peter John Tompkins</b>
<b>Date of last notice</b>	<b>26 August 2025</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: 122,771 ordinary shares Indirect: 223,062 ordinary shares and 964,941 performance rights, each representing a right to one ordinary share.
<b>Nature of indirect interest (including registered holder)</b> 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).
<b>Date of change</b>	26 September 2025
<b>No. of securities held prior to change</b>	330,483 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> <p>A continued employment condition to 30 June 2028 and board approval applies to each tranche.</p>
<b>Class</b>	Ordinary shares
<b>Number acquired</b>	15,350
<b>Number disposed</b>	Not applicable
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$7.2274 per share

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<b>No. of securities held after change</b>	<p>345,833 ordinary shares.</p> <p>964,941 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> <ul style="list-style-type: none"> <li>d. 160,149 performance rights with a relative TSR performance hurdle for the three years to 30 June 2026;</li> <li>e. 160,149 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2026; and</li> <li>f. 160,150 performance rights with a scorecard performance hurdle for the three years to 30 June 2026.</li> </ul> <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> <ul style="list-style-type: none"> <li>d. 120,050 performance rights with a relative TSR performance hurdle for the three years to 30 June 2027;</li> <li>e. 120,050 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2027; and</li> <li>f. 120,049 performance rights with a scorecard performance hurdle for the three years to 30 June 2027.</li> </ul> <p>A continued employment condition to 30 June 2028 and board approval applies to each tranche.</p>
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<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	15,350 Ordinary Shares have been allocated to Mr Tompkins from the employee share plan trust in satisfaction of his First Deferred Component of his short-term incentive award for the 2024 financial year.
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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.

<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> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<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>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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