Rule 3.19A.2

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	10 September 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: 394,632 ordinary shares and 1,217,981 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	24 September 2026
No. of securities held prior to change	470,177 ordinary shares. 1,217,981 performance rights, each representing a right to one ordinary share, comprising: 1. *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. 2. *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. 3. *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. 4. *2026 Deferred STI Plan* 101,656 performance rights. The grant is comprised of two tranches: a. 50,828 performance rights for which a 12-month continued employment condition and board approval applies; and b. 50,828 performance rights for which a 24-month continued employment condition and board approval applies.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.
Class	Ordinary shares
Number acquired	47,226
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable

No. of securities held after change	517,403 ordinary shares. 1,217,981 performance rights, each representing a right to one ordinary share, comprising: *1. 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. 2. *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. *3. 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. *4. 2026 Deferred STI Plan* 101,656 performance rights. The grant is comprised of two tranches: a. 50,828 performance rights for which a 12-month continued employment condition and board approval applies; and b. 50,828 performance rights for which a 24-month continued employment condition and board approval applies.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	47,226 Ordinary Shares have been allocated to Mr Tompkins from the employee share plan trust in satisfaction of his Second Deferred Component of his short-term incentive award for the 2024 financial year and his First Deferred Component of his short-term incentive award for the 2025 financial year.

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.