Rule 3.8A

# **Appendix 3D**

# Changes relating to buy-back (*except* minimum holding buy-back)

*Information and documents given to ASX become ASX's property and may be made public.* Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 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.

1 Date that an Appendix 3C or the last Appendix 3D was given to ASX

27 April 2021

#### Information about the change

Complete each item for which there has been a change and items 9 and 10.

**Column 1** (Details announced to market in Appendix 3C or last Appendix 3D)

**Column 2** (Details of change to buy-back proposals)

### **On-market buy-back**

2 Name of broker who will act on the company's behalf

3 Deleted 30/9/2001.

<sup>+</sup> See chapter 19 for defined terms.

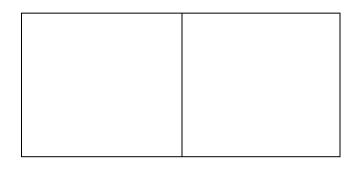
| 4 | If the company/trust intends to buy<br>back a maximum number of<br>shares/units – that number<br>Note: This requires a figure to be included, not a<br>percentage. The reference to a maximum number is to<br>the total number including shares/units already bought<br>back and shares/units remaining to be bought back. If<br>the total has not changed, the item does not need to be<br>completed. | Up to a maximum of<br>70,100,000 shares<br>(representing 10% of<br>the issued capital in<br>the Company as at 27<br>April 2021).<br>The Company<br>reserves the rights to<br>suspend or terminate<br>the buyback at any<br>time. | Up to 67,575,788<br>fully paid ordinary<br>shares in the<br>Company<br>(representing 10% of<br>the issued capital in<br>the Company as at<br>20 April 2022) and<br>in all cases within<br>the 10/12 limit in the<br>Corporations Act.<br>The Company<br>reserves the rights to<br>suspend or terminate<br>the buyback at any<br>time. |
|---|--|--|---|
|   |  |  |   |
| 5 | If the company/trust intends to buy<br>back a maximum number of<br>shares/units – the number remaining to<br>be bought back  |  | Up to 39,542,055<br>fully paid ordinary<br>shares in the<br>Company in the 12-<br>month period from<br>Thursday 12 May<br>2022 and otherwise<br>within the 10/12<br>limit (having bought-<br>back 28,033,733<br>shares in the period<br>from Wednesday 12<br>May 2021 to the date<br>of this Appendix<br>3D).                         |
| 6 | If the company/trust inter 1 to 1  | <b>a</b> :   | TT1 1 . 1   |
| 6 | If the company/trust intends to buy-<br>back shares/units within a period of<br>time – that period of time; if the<br>company/trust intends that the buy-<br>back be of unlimited duration - that<br>intention   | Commencing no<br>earlier than<br>Wednesday 12 May<br>2021 and ending on<br>11 May 2022.<br>The Company<br>reserves the rights to<br>suspend or terminate<br>the buyback at any<br>time.  | The on-market buy-<br>back program is<br>extended for 12<br>months, from<br>Wednesday 11 May<br>2022.<br>The Company<br>reserves the rights to<br>suspend or terminate<br>the buyback at any<br>time.   |

<sup>&</sup>lt;sup>+</sup> See chapter 19 for defined terms.

7 If the company/trust intends to buy back shares/units if conditions are met - those conditions

#### All buy-backs

8 Any other change



9 Reason for change

The Company wishes to extend the buy-back for a 12-month period, commencing 11 May 2022 to maintain flexibility with regard to its capital management strategies. Shares bought back will be within the 10/12 limit exception in the Corporations Act. Shares will be bought back should the Company consider it appropriate to do so having regard to the Company's capital management strategy.

10 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid)

Not applicable.

## **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.

<sup>&</sup>lt;sup>+</sup> See chapter 19 for defined terms.

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.

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Mt 20 April 2022 Sign here: ..... Date: ..... Company secretary Print name: Robert Regan

<sup>&</sup>lt;sup>+</sup> See chapter 19 for defined terms.