

Appendix 3E

Daily share buy-back notice (*except* minimum holding buy-back and selective buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: rule 3.6, Appendix 7C. Amended 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.

Information about buy-back

| | |
|-------------------------------------|---------------|
| 1 Type of buy-back | On-market |
| 2 Date Appendix 3C was given to ASX | 27 April 2021 |

Total of all shares/units bought back, or in relation to which acceptances have been received, before, and on, previous day

| | Before previous day | Previous day |
|------------------------------------------------------------------------------------------------------------------------------------|---------------------|----------------|
| 3 Number of shares/units bought back or if buy-back is an equal access scheme, in relation to which acceptances have been received | 1,517,717 | 628,313 |
| 4 Total consideration paid or payable for the shares/units | \$8,835,844.03 | \$3,526,029.72 |

+ See chapter 19 for defined terms.

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| Before previous day | Previous day |
|----------------------------|---------------------|
|----------------------------|---------------------|

| | | | |
|---|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|
| 5 | If buy-back is an on-market buy-back | highest price paid: \$5.99 date: 11 June 2021 lowest price paid: \$5.68 date: 8 June 2021 | highest price paid: \$5.690 lowest price paid: \$5.555 highest price allowed under rule 7.33: \$6.1100 |
|---|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|

Participation by directors

| | | |
|---|--------------------|--|
| 6 | Deleted 30/9/2001. | |
|---|--------------------|--|

How many shares/units may still be bought back?

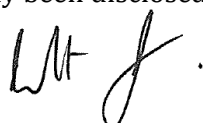
| | | |
|---|-------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| 7 | If the company/trust has disclosed an intention to buy back a maximum number of shares/units - the remaining number of shares/units to be bought back | 67,953,970 |
|---|-------------------------------------------------------------------------------------------------------------------------------------------------------|------------|

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.
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.



Sign here: Date: 17 June 2021
 Company secretary

Print name: Robert Regan
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+ See chapter 19 for defined terms.