



Announcement Summary

Entity name

DOWNER EDI LIMITED

Date of this announcement

Wednesday March 04, 2026

The +securities the subject of this notification are:

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
DOWAC	PERFORMANCE RIGHTS	1,615,917	27/02/2026

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

DOWNER EDI LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted securities.

1.2 Registered number type

ABN

Registration number

97003872848

1.3 ASX issuer code

DOW

1.4 The announcement is

New announcement

1.5 Date of this announcement

4/3/2026

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Part 2 - Issue details

2.1 The +securities the subject of this notification are:

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

has an existing ASX security code ("existing class")

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Part 3B - number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

ASX +security code and description

DOWAC : PERFORMANCE RIGHTS

Date the +securities the subject of this notification were issued

27/2/2026

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class

Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

Yes

Provide details of the KMP or +associates being issued +securities.

Name of KMP	Name of registered holder	Number of +securities
Peter John Tompkins	CPU Share Plans Pty Ltd (Trustee of the Downer EDI Limited Deferred Employee Share Plan)	302,473
Malcolm Robert Ashcroft	CPU Share Plans Pty Ltd (Trustee of the Downer EDI Limited Deferred Employee Share Plan)	138,908

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

The scheme grants performance rights to participants, each representing a right to one ordinary share, comprising of two equal tranches:
 - a relative TSR performance hurdle for the three years to 30 June 2028; and
 - a compound annual EPS growth rate performance hurdle for the three years to 30 June 2028; and
 A continued employment condition to 30 June 2029 applies to each tranche.

Any other information the entity wishes to provide about the +securities the subject of this notification

Issue details

Number of +securities

1,615,917

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Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this notification, the +securities of the entity will comprise:

The figures in parts 4.1 and 4.2 below are automatically generated and may not reflect the entity's current issued capital if other Appendix 2A, Appendix 3G or Appendix 3H forms are currently with ASX for processing.

4.1 Quoted +securities (Total number of each +class of +securities issued and quoted on ASX)

ASX +security code and description	Total number of +securities on issue
DOW : ORDINARY FULLY PAID	663,143,443

4.2 Unquoted +securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
DOWAC : PERFORMANCE RIGHTS	5,474,485



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

No

5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

No

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

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