

# 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 Watson</b>
<b>Date of last notice</b>	<b>3 August 2020</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>	<b>Indirect</b>
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	<b>Beneficial interest in shares held by Parkhaven40 Pty Ltd atf Parkhaven40 Superannuation Fund</b>
<b>Date of change</b>	<b>21 August 2020</b>
<b>No. of securities held prior to change</b>	<b>16,799</b>
<b>Class</b>	<b>Ordinary</b>
<b>Number acquired</b>	<b>1,134</b>
<b>Number disposed</b>	<b>Nil</b>
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	<b>\$3.75 per share</b>
<b>No. of securities held after change</b>	<b>17,933</b>

+ See chapter 19 for defined terms.

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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	<b>Participation in pro-rata entitlement offer announced to the market on 21 July 2020</b>
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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>	<b>Yes</b>
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	<b>Yes</b>
<b>If prior written clearance was provided, on what date was this provided?</b>	<b>30 July 2020</b>

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