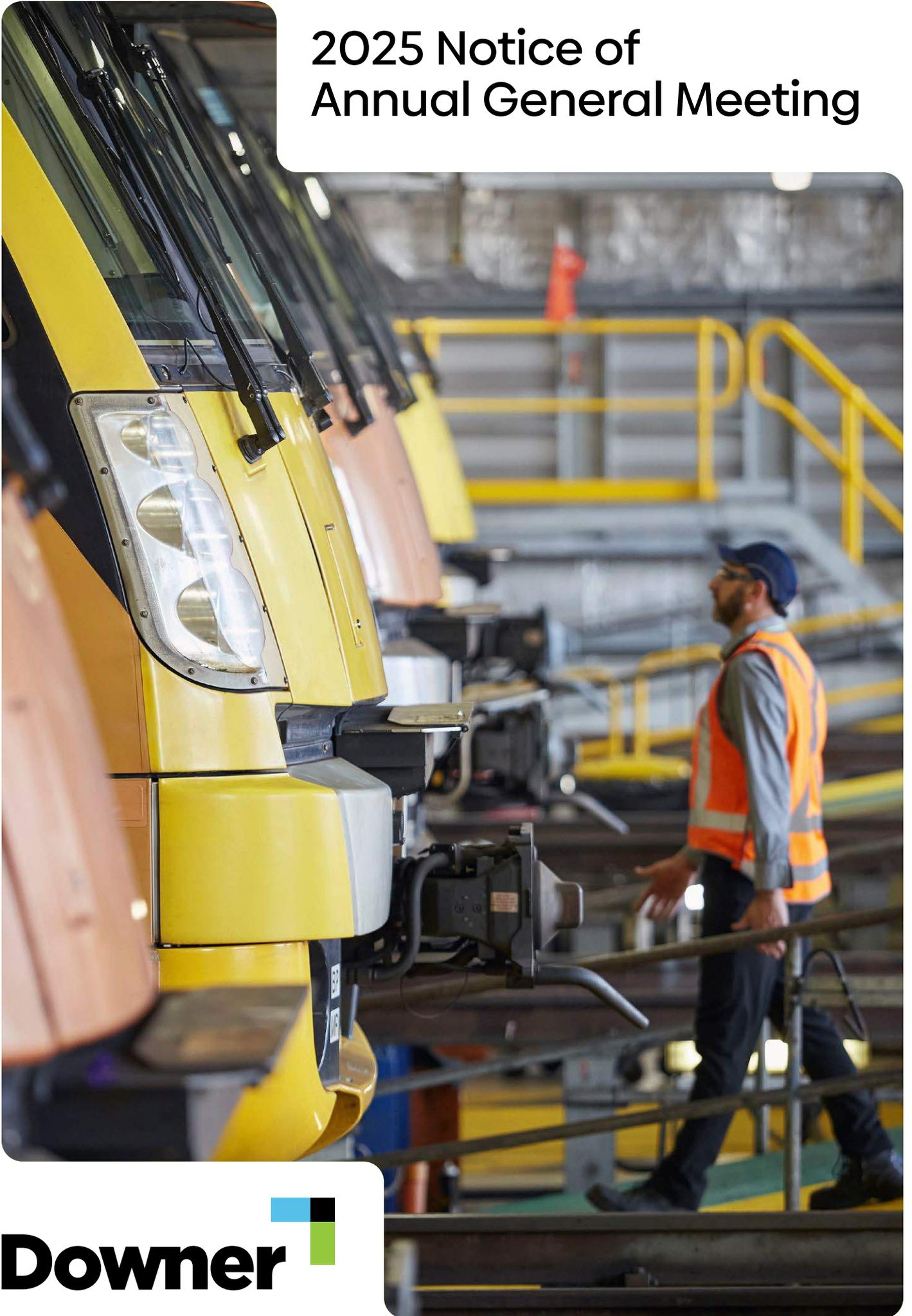


2025 Notice of Annual General Meeting



Downer 

2025

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the Shareholders of Downer EDI Limited (Downer or Company) will be held at:

THE AUDITORIUM

Northside Conference Centre
Oxley Street (Cnr Oxley Street & Pole Lane)
Crows Nest NSW 2065
Live webcast link: <https://publish.viostream.com/app/s-rwh6in7>

On Tuesday, 11 November 2025

Commencing at 11:00am Sydney time (meeting).
Registration will commence at 10:30am

DOWNER EDI LIMITED ABN 97 003 872 848

Trinity Business Campus
39 Delhi Road
North Ryde NSW 2113
PO Box 1823, North Ryde NSW 2113
T +61 2 9468 9700
F +61 2 9813 8915
W www.downergroup.com





Mark Menhinnitt
Chair

DEAR SHAREHOLDER,

I am pleased to invite you to Downer's 2025 Annual General Meeting (**AGM**) to be held at 11:00am (Sydney time) on Tuesday, 11 November 2025, which will commence with two minutes silence in acknowledgment of Remembrance Day. Registration will open from 10:30am (Sydney time).

The AGM will be held at the Northside Conference Centre Oxley Street (Cnr Oxley Street & Pole Lane) Crows Nest NSW 2065. The AGM will also be webcast live at <https://publish.viostream.com/app/s-rwh6in7>.

Downer's AGM is the occasion where shareholders vote on a number of important resolutions, which are outlined in this Notice of Meeting. It also provides shareholders with the opportunity to meet with the Board, hear from the Managing Director and CEO and ask questions.

FINANCIAL REPORT, DIRECTORS' REPORT, AND INDEPENDENT AUDITOR'S REPORT

The first item of business will be to consider and receive the Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2025.

ELECTION AND RE-ELECTION OF DIRECTORS

The second item of business seeks approval for the election of Kerry Gleeson and Annette Carey as Independent Non-executive Directors, and the re-election of Adelle Howse and Mark Menhinnitt as Independent Non-executive Directors.

Kerry Gleeson joined the Board on 1 September 2025. Kerry is an experienced Chair and Non-Executive Director in the industrial, mining and resources sectors, with over 25 years of ASX experience as a director, senior executive and board advisor, working nationally and internationally.

Annette Carey joins the Board on 1 November 2025. Annette has more than 20 years' experience as a senior executive, having led businesses in the logistics, supply chain, government and security sectors in Australia and internationally, and experience in strategy development, mergers and acquisitions, business transformation including digital transformation, project governance and commercial negotiations.

Adelle Howse joined the Board in April 2022 and is currently the Chair of the People and Culture Committee, and a member of the Audit and Risk and Nominations Committees. Adelle's significant experience in the infrastructure, energy and resources, construction, data centre, telecommunication and property sectors as well as in strategy development brings deep and relevant knowledge to the Board.

I joined the Board in March 2022 and became the Chair of the Board in March 2023. I also Chair the Nominations Committee and I am a member of the People and Culture, Project Governance and Zero Harm Committees. My background is in the domestic and international large infrastructure and development and urban regeneration, construction, asset services, and operations and maintenance sectors. If re-elected, I look forward to working with the Board and the management team to drive value for shareholders.

Kerry, Annette, Adelle and I have the full support of the Board for election and re-election (as applicable).

REMUNERATION REPORT AND PERFORMANCE RIGHTS

The third item of business seeks approval of the Remuneration Report, and the fourth item of business seeks approval of the grant of performance rights to the Managing Director, Peter Tompkins, as part of his remuneration for the 2026 financial year.

The Board has been working hard over many years to ensure that executive pay is appropriate and aligned with the outcomes of the business. The Chair's letter on page 78 of Downer's Annual Report and the accompanying pages of the Remuneration Report set out a summary of Downer's remuneration strategy and outcomes for the 2025 financial year as well as changes to the remuneration framework, including those related to the proposed grant of performance rights to the Managing Director.

I ask that you consider this letter and the accompanying pages in the 2025 Annual report when forming your view on these items of business.

REINSERTION OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS

Downer's constitution was amended in 2010 to include a proportional takeover approval provision. The purpose of this provision is to give shareholders the opportunity to decide whether any proportional takeover bid for the company should succeed. As outlined in the Notice of Meeting, this item was last voted on by shareholders and approved in 2022 and shareholders are now being asked to vote on the reinsertion of these provisions.

Yours sincerely,

Mark Menhinnitt
Chair

ORDINARY BUSINESS

1. FINANCIAL REPORT, DIRECTORS' REPORT AND INDEPENDENT AUDITOR'S REPORT

"To consider and receive the Financial Report, the Directors' Report and the Independent Auditor's Report of Downer for the year ended 30 June 2025."

Note:

- No resolution is required for this item of business.

2. ELECTION AND RE-ELECTION OF DIRECTORS

To consider and, if thought fit, pass the following ordinary resolutions:

- "That Kerry Gleeson who was appointed as a Non-executive Director of the Company, effective 1 September 2025 in accordance with Rule 3.3 of the Company's Constitution, retires and being eligible, is elected as a Non-executive Director of Downer."
- "That Annette Carey who was appointed as a Non-executive Director of the Company, effective 1 November 2025 in accordance with Rule 3.3 of the Company's Constitution, retires and being eligible, is elected as a Non-executive Director of Downer."
- "That Dr Adelle Howse, who was appointed as a Non-executive Director of the Company on 1 April 2022 and in accordance with Rule 3.6 of the Company's Constitution, retires and being eligible, offers herself for re-election, is re-elected as a Non-executive Director of Downer."
- "That Mark Menhinnitt, who was appointed as a Non-executive Director of the Company on 1 March 2022 and in accordance with Rule 3.6 of the Company's Constitution, retires and being eligible, offers himself for re-election, is re-elected as a Non-executive Director of Downer."

3. ADOPTION OF REMUNERATION REPORT

To consider, and if thought fit, pass the following ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2025 be adopted."

Notes:

- This resolution is subject to voting exclusions, which are set out in the Explanatory Memorandum.
- This resolution is advisory only and does not bind Downer or the Directors.
- The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing Downer's remuneration policies.

If 25% or more of votes that are cast are voted against this resolution and again at the 2026 Annual General Meeting in relation to the 2026 Remuneration Report, shareholders will be required to vote at the 2026 Annual General Meeting on a resolution that another meeting be held within 90 days, at which all of Downer's Directors (other than the Managing Director) would automatically cease to hold office at the end of that meeting unless they are willing to stand for re-election and are re-elected, at that meeting.

A vote on this resolution must not be cast by or on behalf of a member of the key management personnel of Downer (KMP), details of whose remuneration are included in the Remuneration Report, or by any of their closely related parties (such as certain of their family members, dependants and companies they control).

However, this does not prevent those KMP or any of their closely related parties from voting as a proxy for a person who is not a member of the KMP or a closely related party of KMP if:

- the person specifies the way the proxy is to vote on this resolution in the proxy form; or
- the person voting as a proxy is the Chair and the proxy form does not specify the way the proxy is to vote and expressly authorises the Chair to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of a member of the KMP for the Downer Group.

SPECIAL BUSINESS

4. APPROVAL OF MANAGING DIRECTOR'S LONG-TERM INCENTIVE (LTI)

To consider and, if thought fit, pass the following ordinary resolution:

"That approval is given to the grant of performance rights pursuant to the Company's LTI Plan and the acquisition of shares on vesting by issue or by transfer as the Managing Director's long-term incentive for 2026 on the basis described in the Explanatory Memorandum to this Notice of Meeting."

Note:

- The resolutions in Item 4 are subject to voting exclusions, which are set out in the Explanatory Memorandum.

A member of the KMP for the Downer Group and their closely related parties must not vote as proxy on this resolution unless the proxy appointment specifies the way the proxy is to vote on the resolution. However, the Chair of the meeting may vote an undirected proxy if the proxy appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP for the Downer Group.

5. REINSERTION OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS

To consider and, if thought fit, pass the following resolution as a special resolution:

"That the Company modify its constitution by reinserting clause 37 which contains proportional takeover approval provisions for the purposes of section 648D of the *Corporations Act 2001* (Cth), with effect from the close of the meeting."

INVITATION

Shareholders are invited to join the Directors for light refreshments after the meeting.

HOW TO VOTE

Shareholders can vote on the items of business by:

- Attending the meeting; or
- Appointing a proxy, representative or attorney to attend the meeting and vote on their behalf.

ELIGIBILITY TO ATTEND AND VOTE

You will be eligible to attend and vote at the meeting if you are registered as a holder of Downer shares at 11:00am (Sydney time) on Sunday, 9 November 2025.

QUESTIONS AT THE MEETING

Please note, only shareholders, their proxies, attorneys or representatives may ask questions or make comments once they have been verified and they will be given a reasonable opportunity to do so. Shareholders are encouraged to lodge questions and comments prior to the meeting.

CORPORATE REPRESENTATIVES

A shareholder, or proxy, that is a corporation and entitled to participate and vote at the AGM may appoint an individual as its corporate representative. Evidence of the appointment of a corporate representative must be lodged with Downer's share registry prior to the start of the meeting or have previously been provided. The appropriate "Appointment of Corporate Representative" form may be obtained from Computershare or online at www.investorcentre.com/au under the help tab, "Printable Forms".

ATTORNEYS

A shareholder entitled to participate and vote at the AGM is entitled to appoint an attorney to participate and vote at the AGM on the shareholder's behalf. The power of attorney appointing the attorney must be duly signed and specify the name of each of the shareholder, the Company and the attorney, and also specify the meetings at which the appointment may be used. If the appointor is an individual, the power of attorney must be signed in the presence of at least one witness. To be effective, the power of attorney must be received by Downer's share registry not later than 48 hours before the time for holding the meeting.

APPOINTING A PROXY

1. A proxy form is attached.
2. A member entitled to attend, participate and vote at the meeting is entitled to appoint a proxy. If a member is entitled to cast 2 or more votes at the meeting, that member is entitled to appoint not more than two proxies.

3. Where more than one proxy is appointed, each proxy should be appointed to represent a specified proportion of the member's voting rights. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
4. You may appoint either an individual or a body corporate as your proxy. A proxy need not be a member of Downer.
5. A proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be signed either under section 127 of the *Corporations Act 2001* (Cth) (**Corporations Act**) or in accordance with the Constitution of the Company. In the case of joint holdings, at least one of the joint holders must sign the proxy form.
6. If you appoint the Chair of the meeting as your proxy and do not direct the Chair of the meeting how to vote on Item 3 (Adoption of Remuneration Report) or Item 4 (Approval of Managing Director's long-term incentive) (which you may do by marking any one of "For", "Against" or "Abstain" on the proxy form for those items of business), you will be expressly authorising the Chair of the meeting to exercise your proxy even if those Items are directly or indirectly connected with the remuneration of a member of the KMP for the Downer Group.
7. The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of the power of attorney or authority) must be received not later than 48 hours before the time for holding the meeting, at the office of Downer's share registry:

Computershare Investor Services Pty Limited

GPO Box 242
Melbourne VIC 3001 Australia
Fax: 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Shareholders can also cast their votes online at www.investorvote.com.au by following the prompts. To use this facility, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode as shown on the proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

Custodian voting – For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

ANNUAL REPORT

Downer's 2025 Annual Report is available on the Downer website at www.downergroup.com.

ALL RESOLUTIONS WILL BE BY POLL

The Chair of the meeting intends to call a poll on each of the resolutions set out in this Notice of Meeting.

EXPLANATORY MEMORANDUM FOR SHAREHOLDERS

The purpose of this Explanatory Memorandum (which is included in and forms part of the Notice of Meeting) is to provide shareholders with important information regarding the items of business proposed for the Downer 2025 Annual General Meeting as well as assist shareholders to determine how they wish to vote on each resolution.

Shareholders should read the Notice of Meeting, including this Explanatory Memorandum carefully before deciding how to vote on the resolutions.

ITEM 1 – FINANCIAL REPORT, DIRECTORS’ REPORT AND INDEPENDENT AUDITOR’S REPORT

The 2025 Annual Report (which includes the Financial Report, the Directors’ Report and the Independent Auditor’s Report) will be presented to the meeting. Shareholders can access a copy of the report at the Downer website, www.downergroup.com.

The Chair will give shareholders an opportunity to ask questions about, and make comments on, the management of Downer and the financial statements and reports and Downer’s performance.

Shareholders will also be given an opportunity to ask a representative of Downer’s auditor, PWC, questions relevant to the conduct of the audit, the preparation and conduct of the Independent Auditor’s Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for a representative of the auditor to answer written questions to the auditor submitted by shareholders to Downer no later than 5:00pm on Tuesday, 4 November 2025.

ITEM 2 – ELECTION AND RE-ELECTION OF DIRECTORS

ITEM 2A – ELECTION OF KERRY GLEESON

Kerry Gleeson was appointed to the position of Non-executive Director, effective 1 September 2025. Ms Gleeson retires and being eligible, offers herself for election as an Independent Non-executive Director.

Ms Gleeson’s profile is set out below.



Kerry Gleeson (58)

Independent Non-executive Director since September 2025

Ms Gleeson is an experienced Chair and Non-executive Director in the industrial, mining and resources sectors, with over 25 years of ASX experience as a director, senior executive and board advisor, working nationally and internationally. Ms Gleeson spent over 15 years in private corporate legal practice before a successful senior executive career with an ASX listed global chemicals and explosives Group.

Ms Gleeson is currently the Chair of St Barbara Limited and a Non-executive Director of Australian Strategic Materials Ltd and Chrysos Corporation Ltd and a former Non-executive Director of 2 ASX listed companies, including New Century Resources Ltd, a former Chair of Trinity College, University of Melbourne and is a former member of the ASIC Director Advisory Panel.

Ms Gleeson is a fellow of the Australian Institute of Company Directors and holds a Bachelor of Laws from the University of Essex.

BOARD RECOMMENDATION

The Directors, in the absence of Ms Gleeson, unanimously recommend that shareholders vote in favour of this resolution, as Ms Gleeson’s skills and experience (as set out above) are valuable to the Board’s existing skills and experience.

The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

ITEM 2B – ELECTION OF ANNETTE CAREY

Annette Carey was appointed to the position of Non-executive Director, effective 1 November 2025. Ms Carey retires and being eligible, offers herself for election as an Independent Non-executive Director.

Ms Carey's profile is set out below.



Annette Carey (64)

Independent Non-executive Director since November 2025

Ms Carey has more than 20 years' experience as a senior executive, where she has led multi-billion-dollar operational businesses in the logistics, supply chain, government and security sectors in Australia and internationally. This included five years as CEO of Linfox Logistics and Linfox Armaguard. Ms Carey is experienced in strategy development, mergers and acquisitions, business transformation including digital transformation, project governance and commercial negotiations.

Ms Carey is currently a Non-executive Director of ASX listed Sigma Healthcare, Kinetic Group and a former Non-executive Director of National Intermodal.

Ms Carey holds a Bachelor of Laws and a Bachelor of Arts from Monash University.

BOARD RECOMMENDATION

The Directors, in the absence of Ms Carey, unanimously recommend that shareholders vote in favour of this resolution, as Ms Carey's skills and experience (as set out above) are valuable to the Board's existing skills and experience.

The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

ITEM 2C – RE-ELECTION OF ADELLE HOWSE

Adelle Howse is a Non-executive Director who is retiring by rotation in accordance with Downer's Constitution. Being eligible to be re-elected as a Director of Downer, Dr Howse intends to offer herself for re-election with the unanimous support of the other Directors.

Ms Howse's profile is set out below:



Dr Adelle Howse (55)

Independent Non-executive Director since April 2022

Dr Howse has extensive senior executive and non-executive experience in the infrastructure, energy and resources, construction, data centres, telecommunications and property sectors.

Dr Howse held several senior roles with CIMIC, including Chief Strategy Officer.

Dr Howse is currently a Non-executive Director of Macquarie Technology Group Limited, Scalare Partners, Sydney Desalination Plant Pty Limited and BAI Communications.

Dr Howse has previously served on the boards of Design Studio Group, Ventia, Nextgen Holdings and Manila North Tollroads Corporation.

Dr Howse holds a Bachelor of Science and Doctor of Philosophy (Mathematics) from the University of Queensland, an executive MBA from IMD, Switzerland and a Graduate Diploma of Applied Finance and Investment. She is a member of the Australian Institute of Company Directors.

BOARD RECOMMENDATION

The Directors, in the absence of Dr Howse unanimously recommend that shareholders vote in favour of this resolution, as Dr Howse's skills and experience (as set out above) are valuable to the Board's existing skills and experience. Dr Howse also adds considerable strength and leadership to the Committees on which she serves, being Chair of the People and Culture Committee and a member of the Audit and Risk and Nominations Committees.

The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

ITEM 2D – RE-ELECTION OF MARK MENHINNITT

Mark Menhinnitt is a Non-executive Director who is retiring by rotation in accordance with Downer's Constitution. Being eligible to be re-elected as a Director of Downer, Mr Menhinnitt intends to offer himself for re-election with the unanimous support of the other Directors.

Mr Menhinnitt's profile is set out below:



Mark Menhinnitt (60)

Independent Non-Executive Director since March 2022

Mr Menhinnitt is an experienced director and former senior executive with extensive domestic and international experience in large infrastructure development and urban regeneration, investment management, construction, asset services, operations and maintenance.

Mr Menhinnitt held several senior roles over a 30-year career with Lendlease, including as Chief Executive Officer of Lendlease Australia.

Mr Menhinnitt is currently a Non-executive Director of The GPT Group and Chairman of Fluent Property Pty Ltd.

Mr Menhinnitt holds a Bachelor of Engineering (Mechanical) and Master of Business (Applied Finance), both from the Queensland University of Technology.

He is a member of the Australian Institute of Company Directors and a Fellow of the Governance Institute of Australia.

BOARD RECOMMENDATION

The Directors, in the absence of Mr Menhinnitt unanimously recommend that shareholders vote in favour of this resolution, as Mr Menhinnitt's skills and experience (as set out above) are valuable to the Board's existing skills and experience. Mr Menhinnitt also adds considerable strength and leadership as Chair of the Board and to the Committees on which he serves, being Chair of the Nominations Committee and a member of the People and Culture, Project Governance and Zero Harm Committees.

The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

Downer has assessed the independence of its Directors having regard to the requirements for independence which are set out in Principle 2 of the ASX Corporate Governance Council's Principles and Recommendations and has determined that each of Ms Gleeson, Ms Carey, Dr Howse and Mr Menhinnitt, continue to be an independent director.

ITEM 3 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is contained in the Directors' Report in the 2025 Annual Report. Shareholders can access a copy of the report at the Downer website, www.downergroup.com.

The Remuneration Report provides information about the remuneration arrangements for KMP, which includes Non-executive Directors and the most senior executives, for the year to 30 June 2025.

The Remuneration Report covers the following matters:

- An introductory letter from the Chair and Chair of the People and Culture Committee to shareholders
- Summary of changes to remuneration policy
- Details of Key Management Personnel
- Remuneration policy, principles and practices
- Relationship between remuneration policy and company performance
- The Board's role in remuneration
- Description of executive remuneration
- Details of executive remuneration
- Executive equity ownership
- Key terms of employment contracts
- Related party information
- Description of Non-executive Director remuneration.

Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. Shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind Downer or its Directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing Downer's remuneration policies.

Under the Corporations Act, if at least 25% of the votes cast on the resolution are against the adoption of the relevant Remuneration Report at two consecutive Annual General Meetings (each an "AGM", and any such potential 25% or more vote "against" commonly referred to as a "first strike" or "second strike"), shareholders will be required to vote at the second of those AGMs on a resolution that another general meeting be held within 90 days, at which all of the Company's Directors in office at the time of the Directors' resolution to make the Directors' Report containing that second Remuneration Report (other than the Managing Director) must stand for re-election.

At last year's AGM the resolution to adopt the 2024 Remuneration Report was carried with over 97.48% of votes cast "for" the Remuneration Report.

Board recommendation

The Directors unanimously recommend that shareholders vote in favour of Item 3 (Adoption of Remuneration Report).

Voting exclusions

A vote on Item 3 (Adoption of Remuneration Report) must not be cast by or on behalf of a member of the KMP or by any of their closely related parties (such as certain of their family members, dependants and companies they control).

However, this does not prevent a member of the KMP, details of whose remuneration are included in the Remuneration Report, or any of their closely related parties, from voting as a proxy for a person who is not a member of those KMP or any of their closely related parties if:

- the person specifies the way the proxy is to vote on Item 3 (Adoption of Remuneration Report) in the proxy form; or
- the person voting as a proxy is the Chair and the proxy form does not specify the way the proxy is to vote and expressly authorises the Chair to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of a member of the KMP for the Downer Group.

If you choose to appoint a proxy, you are strongly encouraged to direct your proxy how to vote on Item 3 (Adoption of Remuneration Report) by marking any one of “For”, “Against” or “Abstain” on the proxy form for that item of business. As set out in the section on Appointing a Proxy, if you have appointed the Chair of the meeting as your proxy and you do not mark any of “For”, “Against” or “Abstain” on the proxy form, you will be expressly authorising the Chair to vote any proxies held by him in favour of Item 3 (Adoption of Remuneration Report), even if that item is connected directly or indirectly with the remuneration of a member of the KMP for the Downer Group.

The Chair of the meeting intends to vote any undirected proxies in favour of Item 3 (Adoption of Remuneration Report).

ITEM 4 – APPROVAL OF MANAGING DIRECTOR’S LONG-TERM INCENTIVE (LTI)

It is proposed to grant the Managing Director performance rights in Downer as the Managing Director’s 2026 long-term incentive plan (**2026 LTIP**) on the terms set out below (**2026 Grant**) and to seek approval for that grant under ASX Listing Rule 10.14.

This approval is being sought because Listing Rule 10.14.1 provides that a listed company must not permit a director of Downer to acquire equity securities under an employee incentive scheme unless it has been approved by shareholders. The 2026 Grant falls within Listing Rule 10.14.1 above and therefore requires the approval of Downer’s shareholders under Listing Rule 10.14.

Resolution 4 seeks the required shareholder approval to the 2026 Grant under and for the purposes of Listing Rule 10.14.

If approval is granted under ASX Listing Rule 10.14, the Company will be permitted to issue ordinary shares in the Company to Mr Tompkins in satisfaction of its obligations under those performance rights when they vest. Further, Downer will be able to proceed with the 2026 Grant without impact on its ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period.

PROPOSED LONG-TERM INCENTIVE FOR THE MANAGING DIRECTOR FOR 2026

Under his employment agreement with Downer as Managing Director, Mr Tompkins is entitled to be granted performance rights each year with a maximum value equal to 130% of his annual fixed remuneration. Performance rights are being used to appropriately align Mr Tompkins’s remuneration as Managing Director with shareholder returns. The performance rights are subject to long-term performance requirements and therefore only vest to Mr Tompkins if those performance requirements are met. If the resolution is not passed by shareholders, the Board intends to provide a 2026 LTIP equivalent through an alternative mechanism to meet Mr Tompkins’s contractual entitlements.

In accordance with Downer’s contractual commitments, it is proposed to grant Mr Tompkins performance rights with a maximum value of 130% of his annual fixed remuneration at the time the quantity of performance rights is determined (as described below). Mr Tompkins’s current annual fixed remuneration is \$1,675,000. The grant will be in the form of performance rights which are a right to receive fully paid Downer ordinary shares which may be purchased on-market or issued by the Company.

Mr Tompkins is also eligible to receive an annual short-term incentive (**STI**) up to a maximum opportunity of 120% of his annual fixed remuneration. Any entitlement to an STI is in accordance with the plan rules. There is no STI entitlement where Mr Tompkins’s employment

terminates prior to the end of the financial year, other than in the event of a change in control or by mutual agreement.

Dividends will be paid or accumulated only from the time the performance rights vest.

ENTITLEMENT UNDER THE 2026 GRANT

Mr Tompkins will receive a grant on the same terms and at the same time as other eligible employees.

Subject to shareholder approval being obtained, the maximum number of performance rights granted to Mr Tompkins will be 302,473. This quantity was calculated as his annual fixed remuneration of \$1,675,000 multiplied by the participation rate of 130% divided by \$7,1990 being the daily average of the volume weighted average price of Downer shares for the 10 trading days following the release of Downer's results for the year ended 30 June 2025. Each performance right will convert to one ordinary share once all vesting conditions are met.

If shareholders approve the proposed resolution in Item 4 (Approval of Managing Director's long-term incentive), the 2026 Grant will be made within 12 months from the date of this meeting.

Details of any securities issued under the Company's LTI Plan will be published in each annual report of the Company relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

Any additional persons referred to in ASX Listing Rule 10.14 who become entitled to participate in the Company's LTI Plan after the resolution is approved and who are not named in this Notice of Meeting and Explanatory Memorandum will not participate until approval is obtained under ASX Listing Rule 10.14.

PRICE ON GRANT OR VESTING

No amount is payable by the Managing Director on grant or vesting of the performance rights.

VESTING CONDITIONS

Vesting of performance rights granted under the 2026 LTIP will be subject to:

- meeting certain performance hurdles over a specified period; and
- continued employment with Downer over a period determined by the Board (service period).

Mr Tompkins's proposed 2026 Grant will be divided into two equal tranches subject to the following performance hurdles:

- relative total shareholder return (**TSR**); and
- compound annual earnings per share growth (**EPS**).

Total Shareholder Return Tranche

TSR is measured over the three-year performance period to 30 June 2028. TSR is calculated as the difference in share price over the performance period, plus the value of shares earned from reinvesting dividends received over this period, expressed as a percentage of the share price at the beginning of the performance period. If the TSR for each company in the comparator group (see below) is ranked from highest to lowest, the median TSR is the percentage return to shareholders that exceeds the TSR for half of the comparison companies. The 75th percentile TSR is the percentage return required to exceed the TSR for 75% of the comparison companies.

For rights in the TSR tranche to vest, absolute TSR must be positive ('positive TSR gateway').

Performance rights in the tranche to which the relative TSR performance requirement applies vest in accordance with the following table:

Downer's TSR ranking against the comparator group	% of performance rights subject to the relative TSR
<50th percentile	Nil
50th percentile	50%
Above 50th and below 75th percentile	Straight line vesting between the 50th percentile and 75th percentile
75th percentile and above	100%

The comparator group for the 2026 Grant is the companies, excluding financial services companies, in the ASX100 index as at the start of the performance period on 1 July 2025.

Earnings Per Share Tranche

EPS growth is measured over the three-year performance period to 30 June 2028. The EPS measure is based on AASB 133 *Earnings per Share* and is externally audited. FY25 EPS will be adjusted, if required, to ensure it reflects an appropriate baseline performance level.

The tranche of performance rights dependent on the EPS performance condition vests pro rata between 4% compound annual EPS growth and 9% compound annual EPS growth.

Performance rights in the tranche to which the EPS performance requirement applies vest in accordance with the following table:

Downer's EPS compound annual growth	% of performance rights subject to EPS condition that qualify to vest
<4%	Nil
4%	30%
Above 4% and below 9%	Straight line vesting from 30% at 4% EPS and 100% at 9% EPS
9% or more	100%

Board Approval Condition

Once some or all of the performance rights have met the vesting conditions, the performance rights will not vest unless the Board is satisfied there has been no conduct on the part of Mr Tompkins that the Board considers inappropriate and that the financial results against which the performance vesting condition were tested were not incorrect in a material respect and were not reversed or restated.

PERFORMANCE PERIOD

The performance period for the 2026 Grant will be the three years from 1 July 2025 to 30 June 2028 and the service period will end on 30 June 2029.

CHANGE OF CONTROL

Under the 2026 LTIP, if there is a change in control of Downer during the performance period, provided at least 12 months of the 2026 Grant's performance period have elapsed, unvested performance rights pro-rated with the elapsed performance period are tested for vesting with performance against the relevant performance hurdles for that period.

Performance rights that have already been tested and have met performance requirements but remain subject to the completion of the service period condition will fully vest.

Neither unvested pro-rated performance rights nor performance rights that have already been tested and met performance requirements will vest unless the Board is satisfied that there has been no conduct on the part of Mr Tompkins that the Board considers inappropriate and that the financial results against which the performance hurdles were tested were not incorrect in a material respect and were not reversed or restated.

CESSATION OF EMPLOYMENT

Upon cessation of employment of the Managing Director for any reason, all performance rights that have not vested by the cessation of employment will be forfeited unless, subject to the termination benefit provisions of the Corporations Act, the Board exercises its discretion to permit the Managing Director to retain performance rights by deeming him to be an "Eligible Leaver". If Mr Tompkins is deemed to be an Eligible Leaver, he may be entitled to retain some or all of his performance rights and these will be tested for vesting against the vesting conditions other than the continued employment condition in their normal course. An Eligible Leaver's performance rights will be settled with fully paid Downer ordinary shares or in cash in the Board's sole and absolute discretion. No performance rights will vest unless the Board is satisfied that there has been no conduct on the part of Mr Tompkins that the Board considers inappropriate and that the financial results against which the performance hurdles were tested were not incorrect in a material respect and were not reversed or restated.

OTHER INFORMATION

- Mr Tompkins is the only Director of the Company who is entitled to participate in the 2026 LTIP
- No loan is being made to Mr Tompkins in relation to the acquisition of performance rights or the acquisition of shares on vesting of any performance rights
- The following table shows the number of performance rights and restricted shares that have been previously granted by Downer to Mr Tompkins under the Company's LTI Plan
- Each of the performance rights described below are a right to receive fully paid Downer ordinary shares on vesting. Each of the restricted shares described below were held in trust until vesting
- Each of the performance rights and restricted shares were granted for nil acquisition price
- The performance rights are not transferable, and do not confer any right to vote or to a dividend, nor do they confer any right to a return of capital, to participate in surplus profits or assets of Downer, or to participate in new issues of securities.

Year	Number of performance rights	Number of restricted shares
2012	-	82,343
2013	55,710	-
2014	30,447	-
2015	68,740	-
2016	124,551	-
2017	89,087	-
2018	67,705	-
2019	76,894	-
2020	79,543	-
2021	146,079	-
2022	93,679	-
2023	234,479	-
2024	480,448	-
2025	360,149	-

BOARD RECOMMENDATION

In the view of the Non-executive Directors, it is in the best interests of shareholders to approve the performance rights based 2026 long-term incentive grant to the Managing Director because it appropriately aligns the Managing Director's remuneration with shareholder returns. Your directors (in the absence of the Managing Director) therefore recommend shareholders approve the 2026 Grant and the Managing Director's participation in the 2026 LTIP.

VOTING EXCLUSIONS

The Company will disregard any votes cast in favour of Item 4 by or on behalf of:

- Mr Tompkins; or
- associates of Mr Tompkins.

However, the Company need not disregard a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Shareholders should note that apart from Mr Tompkins no Director is eligible to participate in any employee incentive scheme in relation to the Company.

If you choose to appoint a proxy, you are strongly encouraged to direct your proxy how to vote on Item 4 (Approval of Managing Director's long-term incentive 2026) by marking any one of "For", "Against" or "Abstain" on the proxy form for that item of business. As set out in the section on Appointing a Proxy, if you have appointed the Chair of the meeting as your proxy and you do not mark any of "For", "Against" or "Abstain" on the proxy form, you will be expressly authorising the Chair to vote any proxies held by him in favour of Item 4 (Approval of Managing Director's long-term incentive) even if that item is connected directly or indirectly with the remuneration of a member of KMP for the Downer Group.

The Chair of the meeting intends to vote any undirected proxies in favour of Item 4 (Approval of Managing Director's long-term incentive 2026).

ITEM 5 – RE-INSERTION OF PROPORTIONAL TAKEOVER APPROVAL CONDITIONS

Under the Corporations Act, a company may include provisions in its constitution to enable it to refuse to register shares acquired under a proportional takeover bid unless a resolution approving the bid is passed by the shareholders.

Proportional takeover approval provisions are contained in rule 37 of the Company's existing Constitution which was approved by shareholders at the Annual General Meeting on 3 November 2010. However, rule 37 will be automatically omitted from the Company's Constitution on 3 November 2025, the third anniversary of that provision's most recent approval by the shareholders on 3 November 2022.

Rule 37 of the existing Constitution includes provisions requiring shareholder approval of a proportional takeover bid. If the reinsertion of the proportional takeover approval provisions is approved, these provisions will have effect for a further 3 years from the date of reinsertion. The Board considers it in the interests of shareholders to reinsert these provisions into the Constitution.

Where the approval of shareholders is sought to insert or reinsert proportional takeover provisions in a constitution, the Corporations Act requires certain information to be included in the notice of meeting. That information is set out below.

PROPORTIONAL TAKEOVER BID

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

EFFECT OF THE PROVISIONS PROPOSED TO BE RE-INSERTED

If a proportional takeover bid is made, the Directors must ensure that a resolution of shareholders to approve the takeover bid is voted on, in general, more than 14 days before the last day of the bid period. The vote is decided on a simple majority and each person (other than the bidder and their associates) who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote. If the resolution is not passed, transfers giving effect to takeover contracts for the bid will not be registered and the offer will be taken to have been withdrawn. If the resolution is not voted on, the bid will be taken to have been approved.

If the bid is approved (or taken to have been approved), the transfers must be registered (provided they comply with other provisions of the Corporations Act and the Constitution).

The proportional takeover approval provisions do not apply to full takeover bids and will only apply until 3 years after the date of reinsertion. The provisions may be reinserted for a further term, but only by a special resolution of shareholders.

REASONS FOR THE PROPOSAL

The Board considers that shareholders should have the opportunity to reinsert the proportional takeover approval provisions. Without these provisions, a bidder might be able to obtain control of the Company using a proportional takeover bid without shareholders having the opportunity to sell all their shares, potentially leaving existing shareholders locked into a minority position in the Company.

The proportional takeover approval provisions give shareholders the opportunity to decide whether a proportional takeover bid should proceed. If it does proceed, individual shareholders can make a separate decision as to whether they wish to accept the proportional offer for their shares.

KNOWLEDGE OF ANY ACQUISITION PROPOSALS

As at the date of this notice of meeting, none of the directors is aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

POTENTIAL ADVANTAGES AND DISADVANTAGES

Potential advantages

The potential advantages for shareholders of the proportional takeover provisions include:

- shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- they may help shareholders to avoid being locked in as a minority;
- they increase shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is adequately priced; and
- knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and decide whether to accept or reject an offer under the bid.

Potential disadvantages

The potential disadvantages for shareholders of the proportional takeover provisions include:

- The proportional takeover approval provisions make a proportional takeover bid more difficult to achieve which may have the effect of discouraging proportional takeover bids.
- This may potentially reduce opportunities for shareholders to sell some of their shares at an attractive price to persons seeking to secure control of the Company and may reduce an element of takeover speculation from the Company's share price, although this effect may be negligible as proportional takeover bids are less common today than they have been in the past.
- The provisions constitute a potential restriction on the ability of shareholders to deal freely with their shares.

Since the existing Constitution was adopted, there have been no full or proportional takeover bids for the Company. Therefore, there has been no example against which to assess the advantages or disadvantages of the provisions for the Board and shareholders respectively, however, the Board is not aware of any potential takeover bid that was discouraged by these provisions.

The Board does not believe the potential disadvantages outweigh the potential advantages of reinserting the proportional takeover approval provisions in the Constitution.

Reinserting the proportional takeover approval provisions in the Constitution will not confer any particular advantages or disadvantages on the Directors in their capacity as Directors of the Company. The Directors therefore consider that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

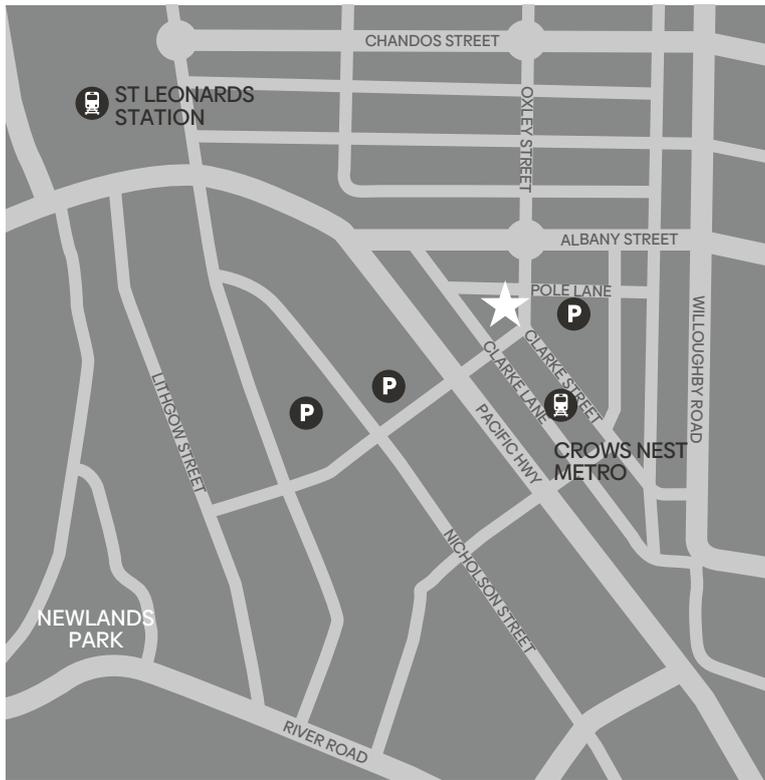
BOARD RECOMMENDATION

The Directors unanimously recommend that shareholders vote in favour of this resolution. The Chairman intends to vote any undirected proxies held by him in favour of Item 5 (Reinsertion of Proportional Takeover Approval Provisions).

By order of the Board

Robert Regan, Company Secretary
Sydney, 7 October 2025

Getting there



THE AUDITORIUM

Northside Conference Centre
Oxley Street (Cnr Oxley Street & Pole Lane)
Crows Nest NSW 2065

On Tuesday, 11 November 2025

Commencing at 11:00am Sydney time (meeting).
Registration will commence at 10:30am

PUBLIC TRANSPORT

The closest train stations are Crows Nest Metro and St Leonards Station. There are several bus routes from the city and further north or west that stop in Crows Nest and/or St Leonards. For information about train and bus times, please call 131 500 or visit www.transportnsw.info.

PARKING

On-street parking near the Centre is generally metered parking (2P or less) with strictly enforced regulations. The Hume Street Car Park is located directly across from the Northside Conference Centre. There are three additional parking stations in close proximity to the venue which are: Holtermann Street, Nicholson Street and Alexander Street.

GO PAPERLESS

We encourage you to change your report preferences to electronic delivery. To change your preferences or update your details please contact Computershare on the details provided below or online at: <https://www.investorcentre.com/>.

FURTHER INFORMATION

If you would like any further information regarding Downer's AGM, please contact the Company's share registry, Computershare, on 1300 556 161 if calling within Australia or +61 3 9415 4000 if calling from outside Australia.

INFORMATION ABOUT DOWNER

Information about Downer's FY25 performance can be read in the Annual Report and Sustainability Report available at www.downergroup.com.