TABLE OF CONTENTS

1 PURPOSE 1
2 RESPONSIBILITIES AND FUNCTIONS 1
2.1 External Reporting 1
2.2 External Audit 2
2.3 Internal Audit 2
2.4 Related Party Transactions 3
2.5 Risk Management, Evaluation and Monitoring Processes 3
2.6 Tax 4
2.7 Treasury 4
2.8 Insurance 4
2.9 Cyber 4
3 MEMBERSHIP 4
3.1 Composition 4
3.2 Chair 4
4 ADMINISTRATION 4
4.1 Operational Guidelines 4
4.2 Meetings 5
4.3 Attendees 5

1 PURPOSE

The purpose of the Downer EDI Limited Audit and Risk Committee is to assist the Board in its oversight of:

- the integrity of the Company's accounting and financial reporting practices, including in relation to climate change;
- the Company's risk profile and risk policies;
- the effectiveness of the Company's system of internal control and framework for risk management; and
- the Company's compliance with applicable legal and regulatory obligations.

This Charter sets out the functions and responsibilities of the Audit and Risk Committee and how the Audit and Risk Committee will operate.

The Audit and Risk Committee's role does not extend to the responsibilities that are set out in the Charters of the People and Culture Committee, the Project Governance Committee and the Safety and Sustainability Committee.

The Audit and Risk Committee will, in discharging its duties, seek to co-ordinate its activities with the other Committees where appropriate, including considering any information arising at, and referred by, the other Committees that affects the appropriateness or effectiveness of the Company's risk and risk management.

© Downer. All Rights Reserved Warning: Printed documents are UNCONTROLLED Commercial in Confidence

2 RESPONSIBILITIES AND FUNCTIONS

The Audit and Risk Committee is responsible for:

2.1 External Reporting

a) assessing whether the Company's external reporting is consistent with the information and knowledge of members of the Audit and Risk Committee and whether it is adequate for the needs of the Company's shareholders;

b) assessing the management processes supporting external reporting;

c) overseeing the development and implementation of a structure of review and authorisation to ensure the integrity of the Company's financial reporting;

d) reviewing and assessing the Company's accounting policies and principles, including any proposed significant amendments;

e) reviewing and assessing any significant estimates and judgments in the Company's financial reports, and considering whether the policy or method used is appropriate;

f) reviewing and assessing the processes used by the Company's internal auditor and relevant Senior Executives and Executives to monitor and ensure compliance with the Company's legal and regulatory obligations relating to external reporting of the Company's financial and non-financial information;

g) reviewing and assessing information provided by the Company's internal and external auditors that may affect the quality of the Company's financial reports;

h) reviewing the financial report to be included in the Company's annual report with relevant Senior Executives, Executives and the Company's external auditor; and

i) recommending to the Board whether the financial and non-financial statements should be approved by the Board.

2.2 External Audit

a) overseeing the development, implementation and review of the procedures for selection and appointment of the Company's external auditor and for the rotation of external audit engagement partners;

b) reviewing the performance of the Company's external auditors annually and making recommendations to the Board about the appointment or reappointment, compensation, retention, termination and oversight of the Company's external auditor;

c) regularly reviewing and assessing the independence of the Company's external auditor and, at the start of each audit, the terms of their engagement;

d) reviewing and approving the scope of the annual audit plan and audit services to be provided;

e) monitoring the activities of the Company's external auditor by liaising with the external auditor to ensure that each audit is conducted effectively;

f) reviewing the Company's external auditor's assessment of financial statement materiality;

g) ensuring that there are no internal restrictions or limitations on the Company's external auditor and monitoring the responsiveness by Senior Executives and Executives to the external auditor's findings and recommendations; and

h) assessing whether the non-audit services provided to the Company by its external auditor or any other relationship between the Company and its external auditor impacts on the independence and objectivity of the external auditor or the quality of the audit services provided to the Company by the external auditor.

© Downer. All Rights Reserved Warning: Printed documents are UNCONTROLLED Commercial in Confidence

2.3 Internal Audit

a) periodically reviewing the performance of the internal auditors and making recommendations to the Board about appointment, re-appointment and termination, including the head of the Company's internal audit function;

b) assessing the performance and objectivity of the Company's internal audit processes, including the Company's internal audit function;

c) reviewing and approving the scope of the annual internal audit plan and internal audit services to be provided;

d) reviewing any significant matters arising from audit activities and monitoring the responsiveness by Senior Executives and Executives to the internal auditor's findings and recommendations;

e) overseeing the resolution of any disputes arising out of the internal audit;

f) reviewing the adequacy of the Company's financial processes and related internal controls; and

g) overseeing implementation of procedures to ensure the Company's internal auditors have access to relevant personnel and Company books.

2.4 Related Party Transactions

a) monitoring, reviewing and assessing the propriety of related party transactions;

b) ensuring the Company complies with its legal and regulatory obligations, and the Company's policies , when dealing with related parties;

c) reviewing and, if appropriate, approving the following types of related party transactions:

i) contracts for the supply of goods and services

ii) all agreements to lease and leases of property; and

iii) all agreements for the purchase or sale of freehold and leasehold property

d) reviewing reports prepared by the CFO, the Company Secretary and the external auditors about related party transactions; and

e) approving all disclosures made by the Company about related party transactions.

2.5 Risk Management, Evaluation and Monitoring Processes

a) ensuring that the Senior Executive team and the Executive team has implemented a structured and comprehensive risk management system across the Company which is capable of:

i) identifying, assessing, monitoring and managing risks that could have a material impact on the Company's business (including operational, environmental, sustainability, climate-related change, compliance, strategic, ethical conduct, reputation or brand, technological, product or service quality, financial reporting and market-related risks); and

ii) providing appropriate assurances to the Senior Executive team and the Board.

b) reviewing, and approving for recommendation to the Board, guidelines and policies governing the oversight and management of the Company's material business risks, including the process by which Senior Executives assess, manage and control the Company's exposure to risk;

c) monitoring the adequacy and effectiveness of the Company's risk management, internal controls and compliance systems and processes including procuring that periodic reviews of extraneous risks which could affect the Company are conducted and considering the results of those reviews;

© Downer. All Rights Reserved Warning: Printed documents are UNCONTROLLED Commercial in Confidence

d) reviewing and monitoring the policies and systems in place for detecting, reporting and preventing fraud, theft, anti-bribery and corruption, and improper payments, and receive reports from management as fraud, theft and material financial incidents reported under the Business Policy;

e) monitoring material changes to the Company's risk profile;

f) recommending to the Board the delegation of authority levels and limits of authority;

g) reporting to the Board the results of the Audit and Risk Committee's review of the Company's risk management, internal controls and compliance systems and processes; and

h) reviewing the risk management and policies of the Company generally and undertaking such other tasks as the Board or the Chief Executive Officer and Managing Director may request from time to time.

2.6 Tax

a) reviewing reports from management on taxation matters material to the Company and the Company's compliance with applicable tax legislation and regulations; and

b) reviewing and making recommendations to the Board on the Company's tax strategy.

2.7 Treasury

a) reviewing reports from management on treasury matters;

b) making recommendations to the Board on the Treasury strategy, funding plan, policies and delegations for treasury management; and

c) monitoring compliance with covenants.

2.8 Insurance

Reviewing and monitoring the Company's insurance strategy, including the coverage and limits of the policies, and, if thought appropriate, recommending that the Board approve or vary them.

2.9 Cyber

a) reviewing and monitoring the Company's exposure to cyber and data governance risks; and

b) receiving updates on IT security policies and procedures, and assessing the program of initiatives to address cyber security risks and increase the maturity of cyber security within the Company.

3 MEMBERSHIP

3.1 Composition

Each member of the Audit and Risk Committee must be financially literate and able to read and understand financial statements.

At least one member of the Audit and Risk Committee must be a qualified accountant or other finance professional with experience in financial and accounting matters, and more than one member must have an understanding of the industry in which the Company operates.

3.2 Chair

The Chair of the Board may not be appointed as Chair of the Audit and Risk Committee.

© Downer. All Rights Reserved Warning: Printed documents are UNCONTROLLED Commercial in Confidence

4 ADMINISTRATION

4.1 Operational Guidelines

The *Operational Guidelines for the Board Committees* ("**Guidelines**") sets out the procedures and requirements to ensure the Audit and Risk Committee fulfils its specific role and responsibilities.

The Guidelines form part of, and must be read with, this Charter. If there is an inconsistency about a specific procedure or requirement between this Charter and the Guidelines, the arrangements set out in this Charter apply.

4.2 Meetings

The Company's internal and external auditors have the right to contribute to the agenda for any Audit and Risk Committee meeting.

The Audit and Risk Committee may, at the discretion of its Chair, meet with:

a) Senior Executives and Executives (without the external auditors being present) to discuss any issues within its responsibilities; and

b) the Company's internal and external auditors (without Senior Executives or Executives being present) to discuss any issues, including any restrictions that may be affecting the work of the Company's internal or external auditors.

4.3 Attendees

The Audit and Risk Committee may invite any person to attend any meeting or part of any meeting of the Audit and Risk Committee.

© Downer. All Rights Reserved Warning: Printed documents are UNCONTROLLED Commercial in Confidence