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1 PURPOSE

The Board is responsible for providing strategic guidance and protecting and promoting the interests of the Company.

This Board Charter sets out the functions and responsibilities of the Board and the principles for the operation of the Board. It also describes the functions delegated to management.

The Board has the power to make decisions about any of its responsibilities as set out in this Charter.

2 DEFINITIONS

The following terms are used in this document and are included in the ***Definitions Register.***

Board	The Board of Directors of Downer EDI Limited (ACN 003 872 848).
Group Chief Financial Officer (CFO)	Chief Financial Officer of Downer Group.
Committee(s)	Any or all of the permanent committees of the Board (being the Audit and Risk Committee, the Safety and Sustainability Committee, the Nominations Committee, the People and Culture Committee and the Project Governance Committee) and project-specific committees of the Board (as constituted from time to time by the Board, such as the Buy Back Committee).
Company	Refers to Downer EDI Limited (ACN 003 872 848), its subsidiary companies, business units, group functions and joint ventures (where relevant).
Company Secretary	The Company Secretary of Downer EDI Limited as notified to the Australian Securities Exchange.
Corporations Act	The *Corporations Act 2001* (Cth).
Director	Any person who is appointed to the Board and includes alternate directors
Executive	Any or all of the officers reporting to a Senior Executive.
Group CEO and MD	The Chief Executive Officer and Managing Director of Downer Group.
Senior Executive	Any or all of the following personnel: the Group CEO and MD, direct reports to the CEO and MD (CEO-1), and the Company Secretary.

3 ROLES AND RESPONSIBILITIES

3.1 Role of the Board

The role of the Board is to provide strategic guidance for the Company and to effectively oversee management of the Company.

As the Board is accountable for the performance of the Company, it is responsible for promoting and protecting the interests of the Company.

3.2 Responsibilities of the Board

The Board is responsible for the management of the Company's affairs, including:

a) overseeing the Company, including its control and accountability systems;

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b) appointing and removing the Group CEO and MD and Senior Executives, and monitoring performance of the Group CEO and MD and Senior Executives;

c) approval of corporate strategy, financial plans and performance objectives;

d) reviewing, ratifying and monitoring systems of risk management and internal control, codes of conduct and legal compliance;

e) evaluating, approving and monitoring major capital expenditure, capital management and all major corporate transactions, including the issue of securities of the Company; and

f) approving all financial reports and material reporting (including those related to climate change and public sustainability goals and targets) and external communications by Downer in accordance with the ***DG-CS-PO001 Communication and Continuous Disclosure Policy***.

4 MEMBERSHIP

4.1 Composition

The Board is responsible for determining the size and composition of the Board, subject to the Company's constitution. The Company's constitution currently prescribes a minimum of three Directors, and a maximum of fifteen Directors.

The Board must comprise a majority of independent, non-executive directors, and will be of such size and competence necessary to understand properly and deal with current and emerging issues relevant to the Company's business.

4.2 Chair

The Chair of the Board must be an independent, non-executive Director, and will be appointed by the Board.

The Board may appoint another independent, non-executive Director as Deputy Chair.

In the absence of the Chair, the Deputy Chair will act as Chair. In the absence of both the Chair and the Deputy Chair, the Board will appoint an alternative Chair.

4.3 Secretary

The Company Secretary is appointed by, and is accountable to, the Board.

The Company Secretary is responsible for advising the Board, Directors and the Committees on all governance and procedural matters. The Company Secretary will assist the Board as required to effectively carry out its responsibilities.

The Company Secretary is also responsible for developing, implementing and maintaining governance policies, processes and systems.

The Company Secretary (or his/her authorised delegate) must attend each Board meeting and will act as the secretary for the Board.

5 ADMINISTRATION

5.1 Meetings

The Company Secretary must convene a meeting of the Board if requested to do so by any Director.

5.2 Frequency of Meetings

The Board will meet at least nine times per year, or more frequently as required.

5.3 Notice of Meetings

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Directors must be given reasonable notice of a Board meeting (including Board papers, agenda and other relevant materials). Board meetings can be validly held without requiring acknowledgement of receipt of the notice from Directors.

All Directors have the right to contribute to the agenda for any Board meeting.

5.4 Quorum and Voting

At any Board meeting, a quorum consists of two independent, non-executive Directors.

At Board meetings, each Director has one vote and the Chair does not have a casting vote. In the case of a tied vote, the motion being considered at that Board meeting will lapse.

Directors must not vote on any matter relating to their membership of the Board or a Committee or any matter with may give rise to a conflict of interest.

5.5 Minutes

The Company Secretary (or his or her authorised delegate) will take formal minutes of all Board meetings and will distribute a copy of the minutes to all Directors once the Chair has given preliminary approval.

A copy of all notices, minutes, agenda and other Board papers will be provided to Directors by the Company Secretary on request.

5.6 Other Attendees

The Board may invite any person to attend any meeting or part of any meeting of the Board.

If any person invited to attend a Board meeting has a material personal interest in a matter that is being considered at that Board meeting, that person must declare his or her interest and must not be present when the Board considers that matter.

5.7 Circulating Resolutions

Where it is not practical to convene a Board meeting for urgent matters, circulating resolutions may be used. Circulating resolutions must be made in accordance with the Constitution.

If the circulating resolution is not signed by all Directors approving the action, the item for consideration may be deferred to the next Board meeting.

5.8 Conflicts of Interest

Directors must ensure that any decision or action they make or endorse does not conflict with their duty to the Company or have the effect of placing the Director's personal interests above the interests of the Company.

Each Director is required to declare all actual or potential conflicts of interest.

5.9 Non-executive Directors' Meetings

The non-executive Directors will meet alone without executive Directors or representatives of executive management present at least once a year.

6 DIRECTORS CONDUCT AND INDEPENDENCE

6.1 Director Independence

Every Director is expected to bring an enquiring, open and independent mind to Board matters, listen to the debate on each issue raised, consider the arguments for and against each motion and make determinations a decision which he or she believes to be in the best interest of the Company as a whole.

6.2 Skills and Experience

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Every Director is expected to use their expertise, knowledge, experience and skills when carrying out their responsibilities and making decisions.

6.3 Codes of Conduct

All Directors are expected to carry out their responsibilities in accordance with the Company's codes of conduct.

7 COMMITTEES OF THE BOARD

7.1 Board Committees

The Board has established committees to assist the Board in carrying out its responsibilities, and each Committee has been delegated certain specific responsibilities, as set out in each Committee's charter.

The Board remains ultimately responsible for making decisions on matters that fall within the specific responsibilities of the Committees and will receive copies of minutes of Committee meetings.

The Committees assist the Board by carrying out their specific responsibilities, reporting to the Board about their actions and decisions, and making recommendations to the Board about matters that are within their specific scope of responsibilities.

The Board is responsible for approving the charters of the Committees.

7.2 Permanent Board Committees

The Board established the following permanent committees of the Board:

a) the Audit and Risk Committee;

b) the Safety and Sustainability Committee;

c) the Nominations Committee;

d) the People and Culture Committee; and

e) the Project Governance Committee.

7.3 Composition of Committees

Each Committee must be comprised of the individuals the Board considers best suited to fulfil the role of each Committee.

The permanent Committees must comprise a minimum of three independent, non-executive Directors and must have a majority of independent, non-executive Directors.

The specific purpose Committees must comprise a minimum of two independent, non-executive Directors.

The Chair of each Committee will be a non-executive Director.

7.4 Independent Professional Advice

With the consent of the Chair, Directors may seek independent professional advice at the expense of the Company on any matter connected with the discharge of their responsibilities.

The Chair may determine whether any such advice received by a Director will be circulated to the Board.

8 AUTHORITY

8.1 General Authority

The Board is authorised to:

a) seek any information from any employee or contractor of the Company or any external party;

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b) access all relevant Company records;

c) obtain legal or other professional advice if necessary; and

d) require the attendance at Board meetings of any employee or contractor of the Company.

9 REVIEW OF BOARD CHARTER

9.1 Review of Board Charter

The Board will review this Board Charter on a regular basis (but at least once every two years) to ensure it is in line with legislative and regulatory requirements and leading practice.

10 BOARD EVALUATION

10.1 Board Evaluation

The Board will review the performance of the Board as a whole and the Board Committees, the Chair and Directors on a regular basis (but at least once every two years).

The Board will determine the manner and form of the performance evaluation.

11 RELATIONSHIP BETWEEN THE BOARD AND THE GROUP CEO AND MD

11.1 Powers Reserved for the Board

The Board is vested with the management and control of the business and affairs of the Company and certain matters are specifically reserved for the Board to determine. These matters are set out in section 3.2 of this Board Charter.

To effectively carry out its responsibilities, the Board delegates all other functions to the Group CEO and MD.

11.2 Responsibilities of the Group CEO and MD

The Group CEO and MD is required to:

a) carry out the objectives of the Board in accordance with the instructions of the Board and his or her delegated authorities; and

b) report to the Board all matters that are material to the affairs of the Company.

The Group CEO and MD is accountable to the Board for the authority delegated to the Group CEO and MD.

11.3 Specific Duties of the Group CEO and MD

The Group CEO and MD is responsible for:

a) developing (with the Board), implementing and monitoring strategic and financial plans for the Company, annual budgets and business plans;

b) developing, implementing and monitoring the Company's risk management framework;

c) planning, implementing and monitoring all major capital expenditure, capital management and all major corporate transactions, including the issue of any securities of the Company, subject to the delegated authorities approved by the Board from time to time;

d) developing all financial reports, and all other material reporting and external communications by the Company, including material announcements and disclosures, in accordance with the Company's ***DG-CS-PO001 Communication and Continuous Disclosure Policy***;

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e) consulting with the Chair and the Company Secretary to establish agendas for Board meetings, and determining the respective roles of the Chair and Group CEO and MD at Company meetings;

f) keeping the Chair fully informed of all material matters relevant to the Board;

g) acting as the primary channel of communication and point of contact between Senior Executives and Executives and the Board;

h) managing the appointment of the CFO, the Company Secretary and Senior Executives;

i) providing strong leadership to and effective management of the Company;

j) ensuring that the Company has regard to employees and customers of the Company and the communities and environment in which the Company operates; and

k) day-to-day management of the Company.

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