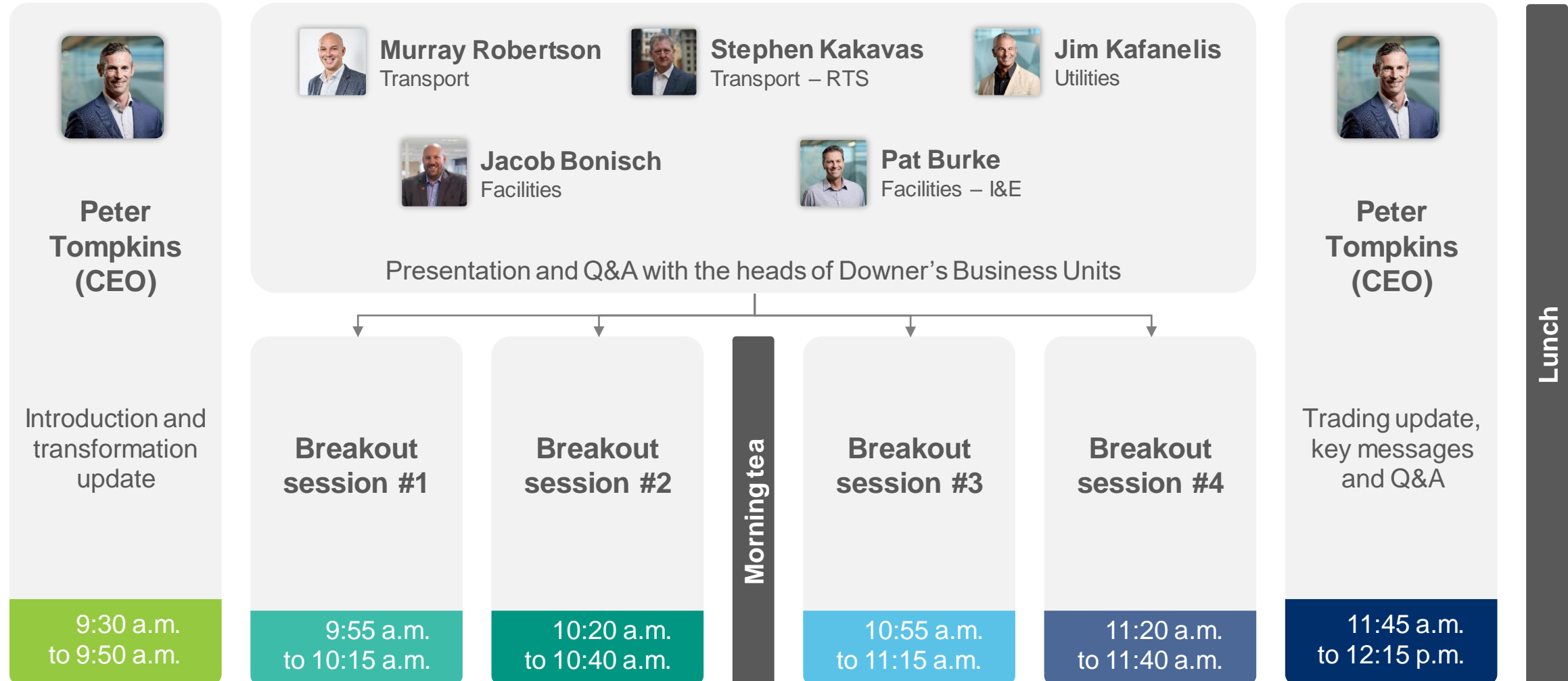




27 April 2023

Downer Investor Day

Agenda



Our purpose is

Enabling communities to thrive.

Our promise:

Our customers' success is our success.

Our pillars:

Sustainability

Safety is our first priority.

Zero Harm of our people, communities and environment is embedded in our culture.

We will leave a positive legacy for future generations.

Delivery

We build trust by delivering on our promises with **excellence** while focusing on sustainability, value for money and efficiency.

Relationships

We **collaborate** to build and sustain enduring relationships with our customers, our people and our communities based on trust and **integrity**.

Thought leadership

We remain at the forefront of our industry by employing the best people and having the **courage** to challenge the status quo.

Strategies to realise value for shareholders

We have announced our plan and communicated key targets

Targeting >4.5%
EBITA margin
(in FY25)

As announced on 27 February 2023

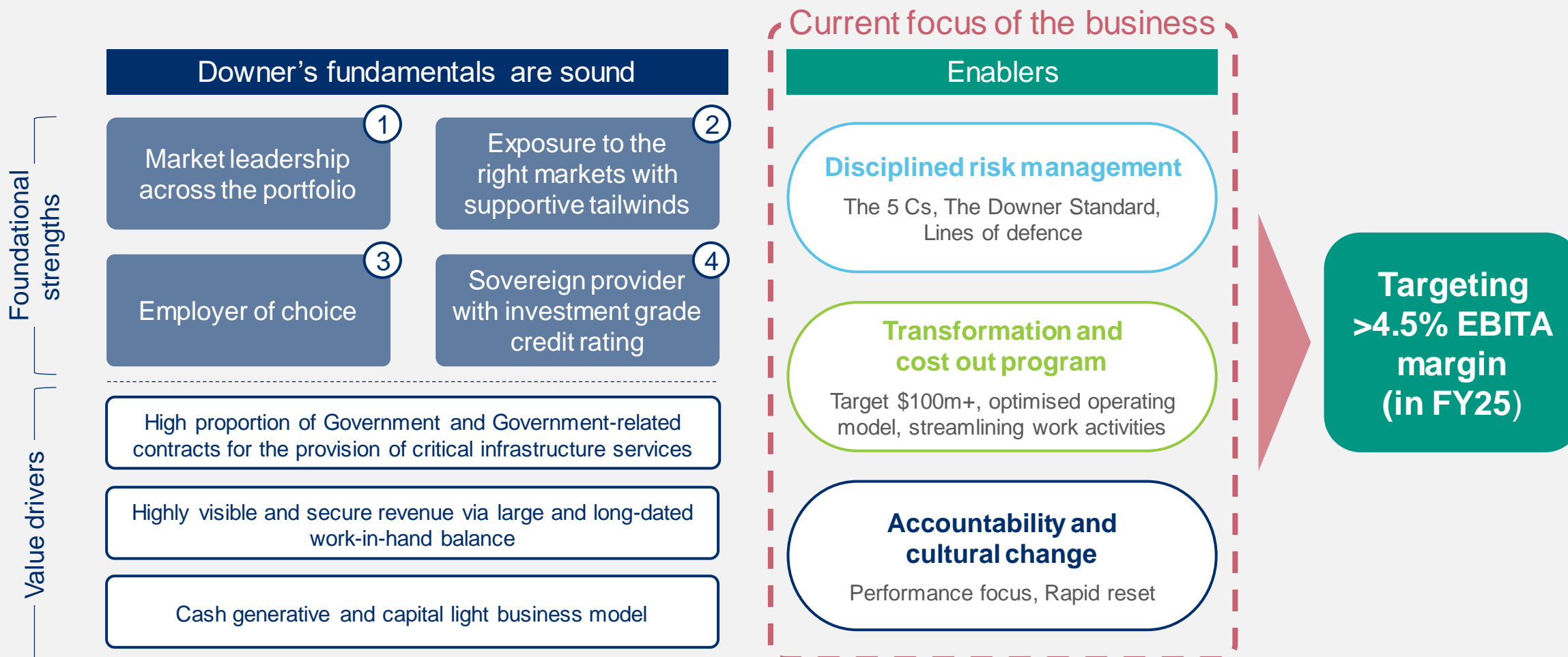
Reset
operating model
and cost base –
Targeting
>\$100m cost out

Continue to
simplify current
portfolio

Operational
excellence and
risk management

Focusing on actions that drive improved performance

Our recent performance does not reflect the quality of our business. The Board and Management are united on the need for change and we are focusing on actions that will drive improved performance



Transformation program update

The new operating model: simplification, efficiency, accountability

Transformation phases

Rapid reset

Implement and simplify

Full growth potential

Update – rapid reset

- ✓ Completed culture survey (top 500 leaders) and collectively acknowledged the need for change
- ✓ Operating model announced with Business Unit COOs and a NZ Country Leader
- ✓ CEO-1 and CEO-2 leaders confirmed
- ✓ Functional optimisation review complete (role of the centre, removal of functional duplication and alignment)
- 🕒 Enhanced monthly performance reporting
- 🕒 Change and cultural reset program underway
- 🕒 1 July 2023 new operating model commencement with a 400 FTE target headcount reduction by the end of FY24

Transformation program

We have a clear line of sight on our cost out initiatives

Operating model & functional optimisation

- FTE reduction via full diagnostic of functional overhead structures
- Merged Australian and New Zealand structure
- Reduce duplication and eliminate low-value work

~50% of target

Improve & automate

- Automation of key processes and scaling activities, particularly in Shared Services
- Rationalise system and activity costs

~25% of target

Other initiatives

- Revised IT systems roadmap
- Property rationalisation
- Light motor vehicle spend rationalisation
- Discretionary spend restrictions
- Third party spend review

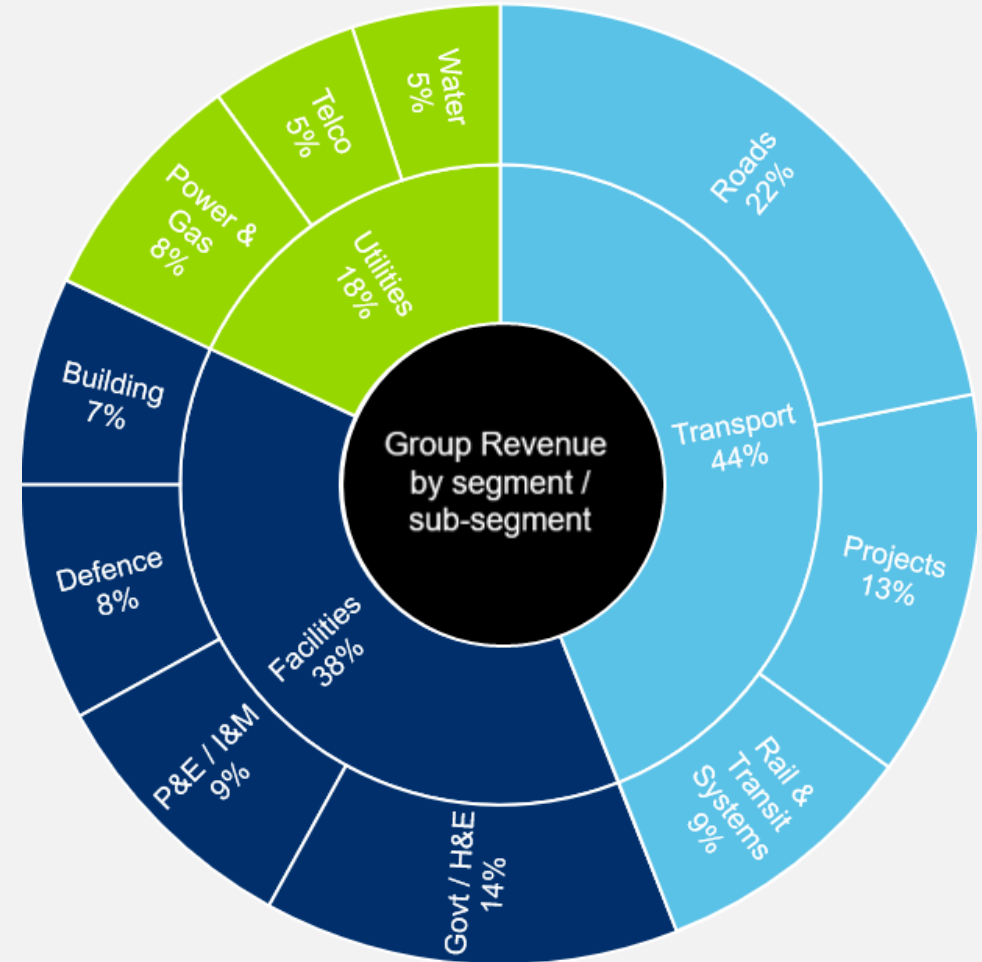
~25% of target

Targeting
> \$100m
cost out

Core portfolio provides strong foundation for future growth

Core portfolio of outstanding assets

- Downer's core Transport, Utilities and Facilities businesses are diversified across capabilities, markets and geography, and are underpinned by Downer's strong market position across all categories
- Strong fundamentals to deliver resilient and high-quality earnings growth
 - Providing critical infrastructure services for long-term, blue-chip customers
 - Exposed to sectors with growth tailwinds
 - More predictable and less volatile operations
 - Less capital intensive and highly cash generative
 - Reduced risk profile aligned with appetite
- Trans-Tasman business model and merging of Australia and NZ head offices supports simplification. Further simplification opportunities within Transport, Utilities and Facilities cores



Based on HY23 revenue mix of Downer's segments

Portfolio assessment and refinement ongoing

Portfolio initiatives to simplify, lower risk and maximise shareholder value

Completed

- Mining**
 - Capital intensity
 - Sector exposure
 - Cyclicality
- Laundries**
 - Capital intensity
- Hospitality**
 - Sector exposure
 - Cyclicality

Announced

- Transport Projects Australia**
 - Cyclicality
 - Risk management
 - Margin contribution

Update: Targeting completion Jun-23

In progress

- Repurpose It (45% interest)**
 - Undervalued in portfolio
 - Sector exposure

Update: NBIOs submitted. Phase two commenced with short-listed parties

Ongoing simplification

- Portfolio simplification ongoing with focus on undervalued assets, but dependent upon market conditions and realising maximum value
- Imperative is to lift performance across the portfolio
- Review of Spotless HVAC and commercial electrical/projects business and other businesses that have the wrong sector and customer characteristics for Downer

Disciplined approach to risk management

Prioritising risk management – adherence to policy and strengthening the control environment

Risk management framework

- The Downer Standard (TDS) is our Integrated Management System
- TDS provides policy framework, governance and consistency in our approach to risk and opportunity management

Assessment: Framework is sound

Tendering and execution

- Downer's Delivery Management Methodology (DMM) guides all stages of the delivery lifecycle
- Tenders and Contracts Committee (TCC) and Tender Risk Evaluation Committee (TREC) governance
- Approval gates at key stages of Pursue, Prepare, Submit and Execute
- The 5 C's to define risk appetite – Capacity, Capability, Counterparty, Contract & Compensation

Assessment: Areas of inconsistent adherence to DMM identified

Three Lines of Defence

- Organisational accountability and monitoring to ensure consistent application of TDS and DMM
- 1st line – Frontline delivery by operational management
- 2nd line – Oversight and delivery of performance requirements by Business Unit leaders
- 3rd line – Risk and assurance monitoring and reporting to Executive management and the Board

Assessment: Priority focus area to ensure consistent adherence to DMM


Effective management of risks and opportunities increases the certainty of business outcomes, improves earnings resiliency, protects and creates organisational value


Operational excellence and risk management


Focus on performance

We have made changes to enhance risk management and improve performance


Job selection


More selective about what we bid – more no-gos and lower TCC review thresholds for some job types 

Increased focus on commercial terms including escalation mechanisms and timing of price resets 

Ensuring we price for the value we bring and the risk we manage 


Turnaround underperforming contracts


Underperforming contracts identified where tendered margins not being achieved 


Additional commercial and technical support mobilised 

Performance improvement initiatives being implemented 

Structural and cultural reset on performance accountability

New org design enhances business accountability for performance outcomes 

New org design includes Chief Risk Officer and enhanced 2nd line of defence 

Transformation is a cultural reset. Risk management is everyone's job 

Goal of implemented changes

Improve delivery of margin and consistency of earnings

Shift and tighten the bell curve of project outcomes and reduce variability

Create the right culture of performance accountability

Ensure appropriate balance of oversight and direct accountability by the Business Units

Key takeaways

We are making progress on our strategies to realise value for shareholders focusing on a rapid reset

Reset operating model and cost base

Reset of the operating model will drive efficiency, accountability and long-term value creation

Plans completed and ready to execute against \$100m+ cost out target

We have initiated a rapid reset to drive change across the Group and prioritise cultural reset

Continue to simplify current portfolio

Downer's core Transport, Utilities and Facilities portfolio has strong foundations exposed to growth markets with attractive characteristics

We will continue to simplify the portfolio under the right conditions with a focus on maximising shareholder value

Operational excellence and risk management

The structural, operational and cultural change in progress will improve business resilience and provide the platform for growth

Downer has a robust risk management framework and our focus is on ensuring consistency in application

Operational excellence will further drive margin improvement

Business Unit updates

Focus areas



Performance



Risk management



Strategy & growth

Our team will share with you the path forward for their Business Units



Transport



Murray Robertson
Roads & Projects



Stephen Kakavas
Rail & Transit
Systems



Utilities



Jim Kafanelis
Power & Gas
Telecommunications
Water



Facilities



Jacob Bonisch
Defence
Health & Education
Government



Pat Burke
Power & Energy
Industrial & Marine



Transport



Market leading trans-Tasman franchise in Transport

We create thriving communities. Committed to fulfilling our organisational purpose across Australia and New Zealand.

Foundational strengths supporting opportunities

1
Leader in the bitumen and asphalt market across ANZ, with substantial manufacturing, recycling and R&D capability.

Significant demand in growth markets including recycled and engineered products, and climate resilience work

2
Long-term service provider for the asset management / maintenance of 51,000km of roads across ANZ.

Substantial backlog of road maintenance and repair following recent prolonged weather events

3
Leading infrastructure delivery capability in New Zealand and the Pacific.

Opportunity to restore and improve critical infrastructure as part of the disaster recovery work



Optimising our integrated ANZ Transport business

Performance



- Enable a culture of high performance – customer, operations, risk management and people
- Improved proactive resource allocation in response to market opportunities and external factors (labour and mobile equipment can be deployed taking into account weather seasons / forecasts)
- Optimise capital allocation and returns, with renewed focus on improving plant and gear utilisation

Risk management



- Reset culture around risk with increased transparency, accountability and consistency with more proactive Project Management Office function
- Partner astutely with favourable risk share and shared governance, such as our program alliance with Waka Kotahi and Queenstown Lakes District Council

Strategy & growth



- Leverage trans-Tasman scale through combined buying power, resource sharing and best practice
- Improve margin from high value areas through our market leading position across the value chain
- Use our combined scale to lead the market, shape opportunities and influence customers (e.g. Roads Australia Board and Waka Kotahi's Transport Excellence Partnership)

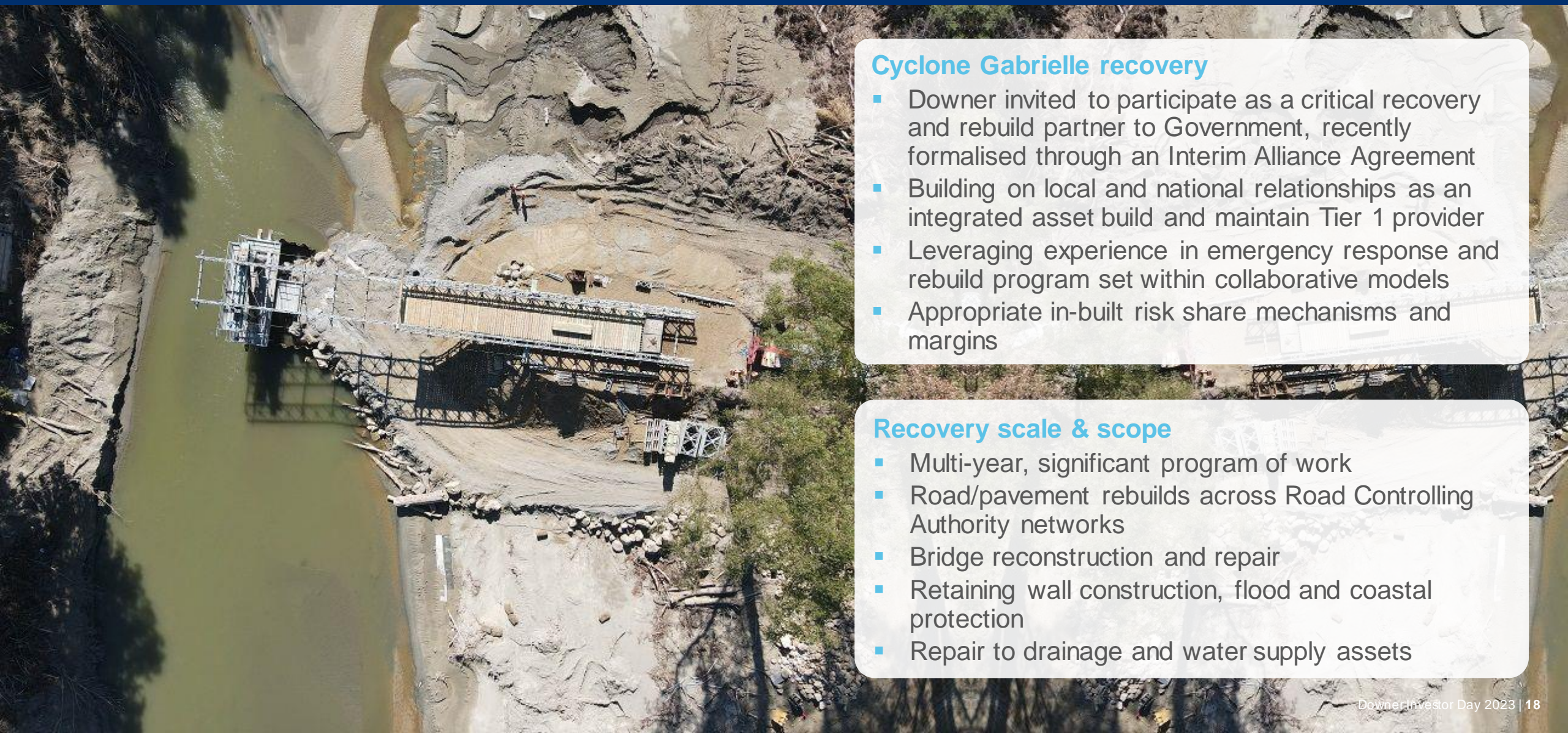
Leading airport pavements provider

Integrated airport services

- Strong forward pipeline post-COVID
- Clear competitive advantage, cost base efficiencies and growth potential through trans-Tasman operating model across airport capabilities
- Selective projects, aligned to high-return value chain
- Trans-Tasman R&D focused on developing high-performance asphalt products suitable for ANZ/Pacific conditions
- Established relationships and project track record support increased market share capture
- Project pipeline has a strong mix of surfacing and civil lab testing work across the region
- Opportunities to introduce other Downer service offerings including integrated facilities management and grounds maintenance services



New Zealand East Coast Infrastructure Recovery



Cyclone Gabrielle recovery

- Downer invited to participate as a critical recovery and rebuild partner to Government, recently formalised through an Interim Alliance Agreement
- Building on local and national relationships as an integrated asset build and maintain Tier 1 provider
- Leveraging experience in emergency response and rebuild program set within collaborative models
- Appropriate in-built risk share mechanisms and margins

Recovery scale & scope

- Multi-year, significant program of work
- Road/pavement rebuilds across Road Controlling Authority networks
- Bridge reconstruction and repair
- Retaining wall construction, flood and coastal protection
- Repair to drainage and water supply assets



Stephen
Kakavas

Transport – Rail & Transit Systems

Australia's #1 rollingstock service provider



Foundational strengths supporting opportunities

1
Unique breadth of capabilities

Opportunities across the rollingstock design, manufacturing and through life support capabilities

NSW Tangara fleet replacement

V/Line fleet TLS

2
Responsible for the life cycle delivery and maintenance of rollingstock fleets down the whole East Coast

Once embedded with the customer, opportunity for valuable take up of option sets

SGT

HCMT

QTMP

3
Technical capability, specialised engineering expertise and intimate knowledge of rollingstock asset base

Opportunity to expand service offerings through asset enhancement and improved customer outcomes

Suburban rail loop

Sydney Metro West

Melbourne heavy and light rail

Focused on maintaining highest delivery standards

Performance



- Asset and fleet performance
- Project/contract performance
- People performance – development of a diverse, engaged and empowered workforce to support growth

Risk management



- Focus on commercial, technical, project and interface management excellence
- Working with Tier 1 partners to manage key risks associated with time, quality and costs
- Subordinate substantial and non-core risk
- Strong functional matrix including Downer's three lines of defence

Strategy & growth



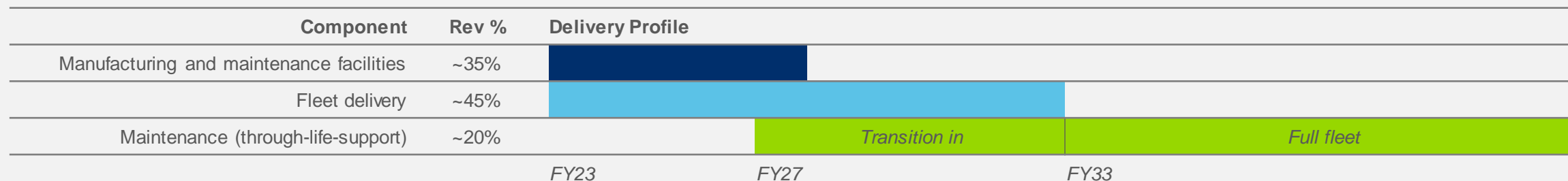
- Horizon 1 – Line of sight opportunities. New builds. Accretive opportunities within work-in-hand
- Horizon 2 – Maintenance of other non-Downer delivered fleets leveraging economies of scale
- Horizon 3 – Development of new products, services, markets and geographies which support material earnings growth potential including energy and emissions-efficient fleet enhancements, robotics service offerings, locomotives technology application and specialised engineering consulting services

Queensland Train Manufacturing Program (QTMP)

- Preferred applicant on Queensland Train Manufacturing Program (QTMP) – announced 6 February 2023. Target contract close and mobilisation in Q4 FY23
- Largest investment in new rollingstock in Queensland history
- Downer will deliver:
 - 65 six-car passenger trains, with 15x train option
 - Two training simulators,
 - Purpose built train manufacturing facility at Torbanlea,
 - Purpose built maintenance facility at Ormeau, and
 - Train and facility through-life-support for up to 35 years.
- QTMP risk profile and subcontractor model has leveraged successful delivery of SGT/HCMT contracts to inform favourable risk allocation
- Delivery forecasts predicated on actual project delivery experience
- Key involvement as Head Contractor to oversee and coordinate the successful delivery of all project scopes working with Tier 1 partners
- Key risks associated delivery subordinated to subcontractors with back to back security provisions



Indicative revenue profile



Bi-mode and tri-mode technologies

Long-standing reputation within the rail industry

- Downer is proud to have designed and manufactured solutions for the rail sector for more than 100 years, including both locomotives and wagons
- With the commitment to reduce emissions by 2030 and net zero emissions by 2050, Downer will be the integrator for transition to new technologies

Technology: the power to drive change

- Downer has signed a strategic partnership agreement with ABB, who is a world leader in traction technology and electrical energy management
- Together we have developed a technology that combines two or three modes of energy

Locomotive co-configuration:

- Narrow or standard gauge configuration
- 1,400 – 2,000kWh of energy storage
- 1,200kW diesel generator, 1,000kW at wheel
- Overall Mass of 108 - 126 tonnes
- Operate as independent unit or multiple units
- Full locomotive electric regenerative braking capability of up to 2,300kW



Cost benefits

- Typically traditional diesel locomotives have a whole of life capital and running cost of \$36 million per locomotive
- A bi/tri-mode locomotive whole of life cost is \$22 million
- \$14 million whole of life savings per bi/tri-mode locomotive
- Typical diesel fuel savings and CO₂ emissions reductions from 70-90%
- Bi/tri-mode solution will minimise need for capital intensive electrical infrastructure requirements
- Future integration of hydrogen technology will result in a total elimination of diesel engines, helping achieve net zero commitments

RTS digital capability

Long-standing reputation within the rail industry

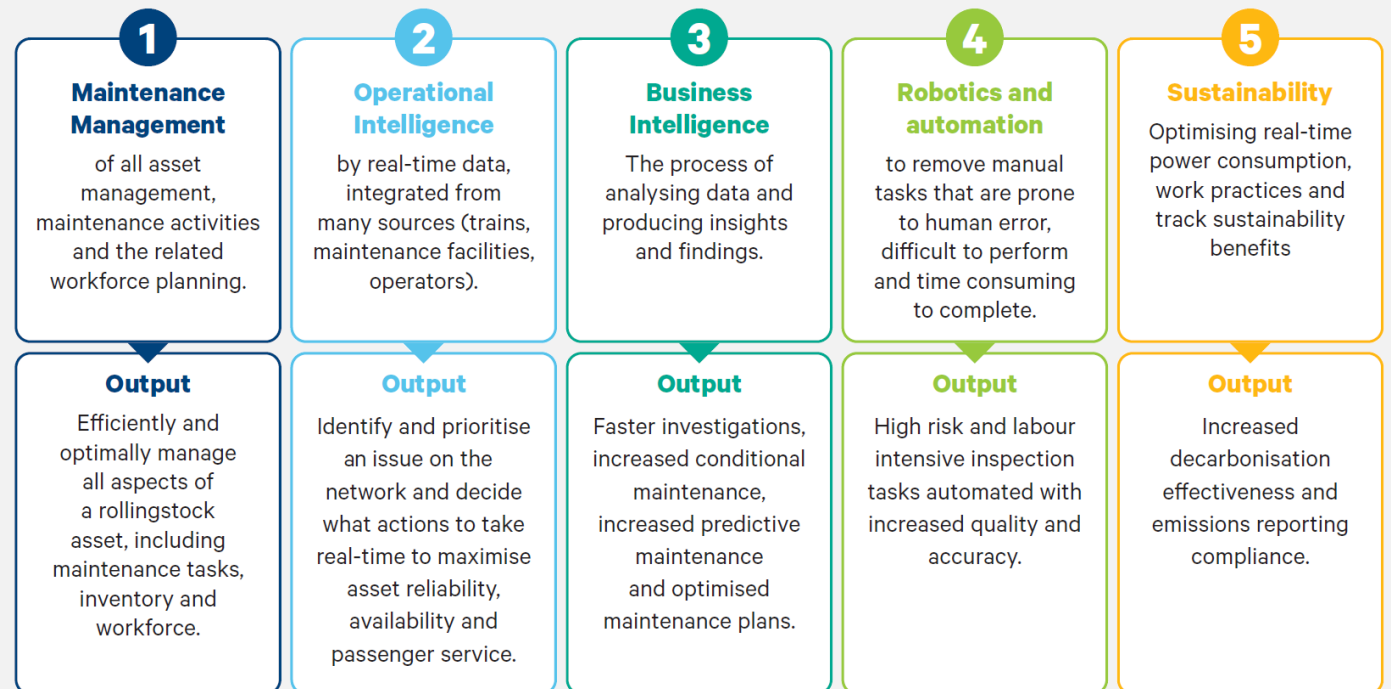
- Over the past 10 years Downer has begun to harness its asset management capability to now offer customers a best-in-class digital-based offering
- TrainDNA is an industry standard asset management application, consumed via cloud and modularised to meet varying industry needs
- TrainDNA underpins RTS Digital service offering with a sales driven and high customer value centric proposition
- XDNA accelerates our digital offering driving supply chain and operational efficiency across adjacent markets
- Key focus on high margin, cash backed, annuity revenue streams that present scalable opportunity with international diversification
- Provides low risk conduit to full scale maintenance contracts across multiple market sectors through customer intimacy
- Supported by a broad range of top tier ecosystem partners including our long-term strategic partnership with IBM



TrainDNA

XDNA
A Downer Company

Accelerating Your
Extraordinary.





Jim
Kafanelis

Utilities

Diversified Utilities services provider across ANZ

Foundational strengths supporting opportunities

Power & Gas



Significant design capability and experience

ANZ's largest provider of end-to-end services to power and gas asset owners

#1 transmission line construction capability in Australia

- Accelerated investment in renewable energy through the energy transition
- Large growth in transmission, substations and batteries to support new energy and energy transition
- AEMO Integrated System Plan Transmission Infrastructure

Telco



Leading provider of technology and communications solutions

Innovative in-house technology solution for work order management

- Support NBN in their future roll-outs for both fibre and wireless infrastructure
- Upcoming large opportunity in wireless technology with Tier 1 customers

Water



ANZ's largest provider of outsourced water solutions across the asset lifecycle

Upgraded and operated Australia's first biosolids gasification plant and more than 80 wastewater treatment plants

- Over \$1.4b maintenance/alliance contract opportunities in the next six months
- Well placed to provide biosolids gasification for water customers



Optimising our integrated ANZ business

Performance



- Focused on a business-wide performance enhancement program reducing variability in delivery outcomes and leveraging operational opportunity to create margin growth
- Utilising the best technical, workforce and asset management expertise across ANZ to standardise high levels of service delivery
- Implementation of best practice operational improvement and execution via benchmarking to drive enhancements in productivity and service offering

Risk management



- Managing risk profiles through selectively tendering projects, working for the right customers, bidding acceptable risk allocations within contract models and strictly applying consistent project management practices, controls and governance
- Sticking within our swim lanes by focusing on our core and proven strengths – being clear about where our competitive advantage lies, our technical capabilities and our capacity
- Reduced risk through combining bid methodologies and lessons learned across each of the Utilities streams of work

Strategy & growth



- Connecting asset owners together between ANZ and leveraging best practice and technologies between both countries
- Leadership with intimate knowledge of both the Australian and New Zealand businesses, customers, markets and people
- Leveraging synergies and removing duplication between functional roles and systems across ANZ

Renegotiation of the power maintenance contract

Downer is viewed as a long-term strategic partner by the customer

Project scope

- Operation and maintenance of Victoria's electrical distribution network (>43,000km of distribution assets, servicing ~700,000 customers)
- Responsible for fault rectification, network connections, routine maintenance services and minor capital works

Key takeaways

- The power maintenance contract was the subject of the ASX announcement on 8 December, and subsequently featured in the HY23 results as an underperforming loss-making contract
- Downer mobilised a contract recovery team to diagnose the issue in Dec-22
- Worked quickly and collaboratively to agree a commercial reset to:
 - Drive better outcomes for our customer's highly regulated asset ensuring their long-term success; and
 - Enable sustainable financial outcomes for Downer
- It was the strength of the Downer-customer relationship that enabled the parties to recognise the impact of the issues and then work together to deliver a win-win outcome in an accelerated timeframe



Powerlink Queensland

Downer's capability and long-standing relationship means we are critical to the customer's future plans



Customer scope

- Construction and maintenance of high voltage transmission lines
- Design and construction of substations
- Downer has performed well in substation and transmission line construction, with works for Powerlink being undertaken under a panel that we have been operating under successfully for more than five years

Key takeaways

- With more than 20 years' experience working together successfully, Powerlink is a customer of choice
- Currently delivering circa 70km of transmission line and two substations
- Powerlink has a significant task ahead, driving the transition to 70% renewables target by 2032 for Queensland by transitioning the grid from a centralised coal powered grid to a decentralised renewable transmission network
- Powerlink will deliver the Queensland SuperGrid, an energy infrastructure "SuperGrid" to generate, store and transport cleaner energy across the state, powering Queensland to net zero emissions by 2050. This includes circa 1,500km of transmission lines over the next 10 years
- Downer plans to support Powerlink and Queensland in their transition to renewable energy



Jacob
Bonisch



Pat Burke

Facilities

Waddi Mooli

Welcome & Greetings from the Wulgurukaba

Unparalleled Facilities Management positions



Foundational strengths supporting opportunities

1
Largest sovereign,
multidisciplinary Defence
Services Provider

The Commonwealth is committed to a period of significant repositioning of Australia's Defence posture – this is accompanied by a transformative expenditure across all areas of Defence Estate, Management and Advisory

2
Facility Service Provider
with the largest portfolio of
PPPs and long-term asset
services contracts

Our long-term positioning across Government Facilities, Health, Education and Defence enables us to invest in class leading asset management capability, build new positions in frontline services and leverage upside in procurement and asset optimisation

3
Leading capability in
provision of renewable
energy solutions, energy
usage optimisation and
technical advisory

As a custodian of a multi-billion dollar asset portfolio, our business is poised to capitalise on the energy transition investment now fundamental to many of our customers' license to operate (spanning Transport, Infrastructure and Facilities)

Optimising our integrated ANZ business

Performance



- One trans-Tasman business with common platforms and simplified support structures will enable us to leverage technology that automates labour intensive tasks, pool and share resources and get the best IP from our business to all customers
- Establish a culture of performance that is consistent with our Zero Harm culture in terms of:
 - Our clarity of what we want to achieve and ‘what good looks like’
 - The energy our leaders show in the pursuit of performance
 - Laser-like focus in how we stay on task and don’t become distracted

Risk management



- Embed Downer governance and management systems across the portfolio
- Clearly articulate market segment specific rules of racing for the business to participate in tender processes - required return, unacceptable risks, key commercial positions, nature of customer
- Exit/avoid market segments that require high risk hard dollar D&C or where third party interface risks can’t be managed

Strategy & growth



- Be clear on the markets that can support our growth and margin ambitions and fit with our risk appetite
- Grow our revenue base and improve contract profitability
- Identify and target new growth areas to access better margin work

Riverina Redevelopment Program

Innovation to accelerate delivery and reduce cost

Unique opportunity to transform and sustain the capabilities of RAAF Base Wagga, Albury Wodonga Military Area and Blamey Barracks Kapooka.

- Selected to oversee the upgrade of facilities and infrastructure services to the Australian Defence Force (ADF)
- Downer's role is as a managing contractor.
- We act on behalf of Defence to:
 - Commission professional services to perform master planning, optioneering, cost planning, heritage, environmental and design works (typically 2 years duration)
 - Engage builders to undertake the physical works (typically 4-5 years)

Innovative programmatic approach

Bundled three redevelopment projects with similar scope into one program allowing management by one project management organisation. Outcomes:

- Benefits of scale in design and delivery
- Efficiencies via programmatic oversight, monitoring, control and communication
- Reduced management costs and disbursements in planning, delivery and handover
- Additional \$700m+ of scope absorbed without delaying program

Targeting low risk programmatic work

Managing contractor model:

- Is intrinsically a cost reimbursable model
- Locks in multi-year, low risk works
- Defence customer funds subcontractor payments via a trust account
- Targeting jobs >\$700m in underlying works to provide returns scale and where we are 1 of 4 Tier 1 players Defence trust to do this work

Foundational strengths supporting opportunities

Trusted partner to some of Australia's most important and largest industrial and power generation customers

1

Uniquely positioned to take advantage of the energy transition, supporting customers as they transition their operations

Superior technical capability and delivery reliability

2

Ability to differentiate offering and focus on value delivered instead of solely competing on price

Deep expertise in the power generation industry

3

Deliver asset maintenance services to customers responsible for supplying 70% of electricity to the National Electricity Market

Case study: Carbon capture

Santos Moomba Plant

- Target cost estimate model
- ECI, construction and commissioning
- Major procurement items performed by customer
- Capable of capturing up to 20 million tonnes of CO₂-e p.a.

Downer's involvement in carbon capture

- Trusted partner of leading energy providers to achieve their net zero targets through engineering, construction, commissioning and handover for carbon capture plants and other carbon reduction tech
- Strategic Mitsubishi partnership enables Downer to provide future energy OEM integration services for CCUS, Synchronous condensers, hydrogen gas turbines and other solutions



Peter
Tompkins

Trading update and key messages



Key facts

- On 2 March 2023, the ICAC announced a public inquiry into the conduct of employees of Inner West Council, Transport for NSW, and others (including Downer)
- Counsel Assisting's opening statement on 20 March 2023 named two Downer employees as affected persons, and four Downer employees who appear to have been involved in allegations of misconduct – all six no longer work at Downer
- When Downer is made aware of conduct that contravenes our policies or Standards of Business Conduct, Downer has and will take immediate action, including termination for misconduct
- Some of the important matters referred to in the ICAC inquiry were identified and investigated through Downer's whistle-blower process (received whistle-blower disclosure in July 2021)
- Those matters were investigated by Downer (internal investigation concluded December 2021), action was taken and information provided to TfNSW and NSW Police

What we have done about it

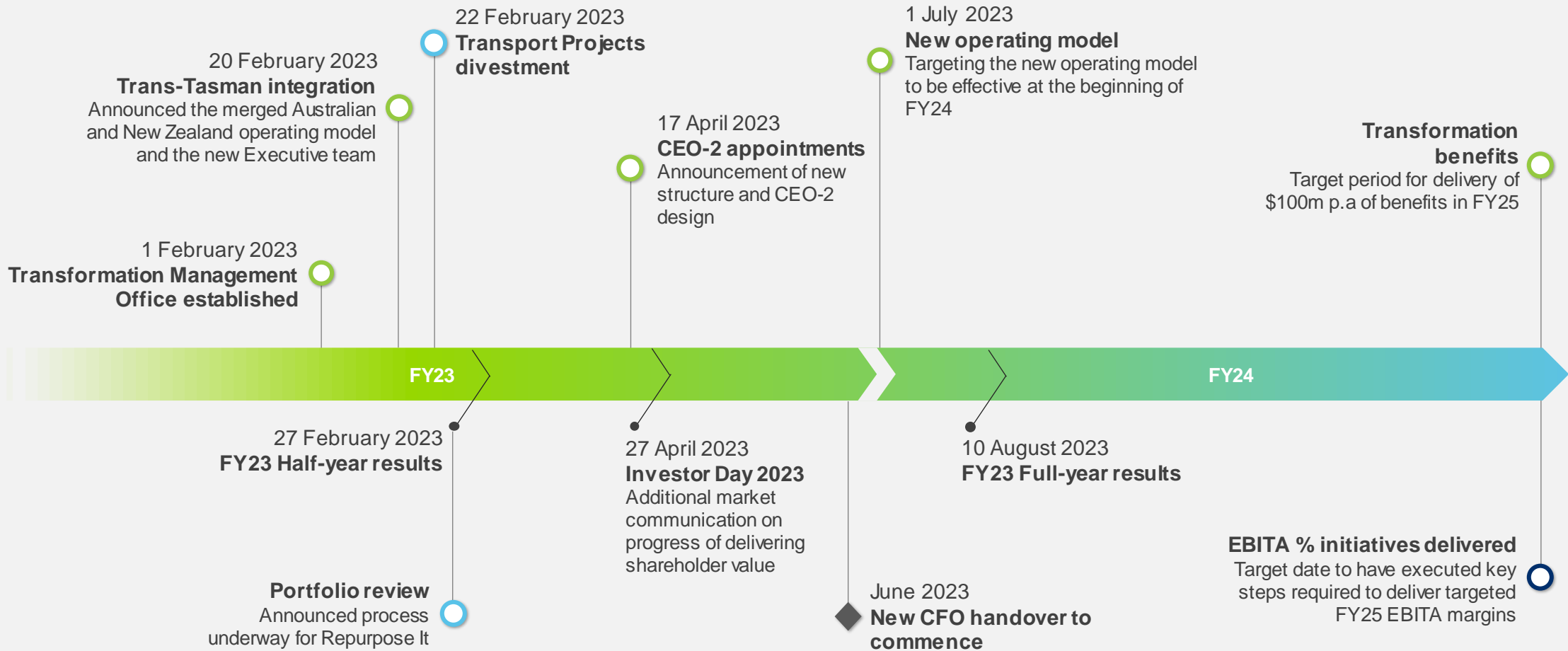
- Downer has at all times cooperated closely with the ICAC's investigation
- Downer has commenced an independent review of the Managing Contractor control environment, which is close to recommendation stage
- The review's focus is on subcontractor on-boarding and corruption prevention
- Downer is focussed on its governance processes with an increased focus on corruption prevention

Trading update

- 27 February 2023 guidance statement
“Downer now expects underlying FY23 NPATA to be between \$170 million – \$190 million assuming no further material COVID-19, weather, labour shortages or other disruptions, and excluding restructuring costs”
- Trading conditions in Q3 have been in-line with expectations
- Downer reconfirms 27 February 2023 guidance statement
- The following will be accounted for as below the line Individually Significant Items:
 - Restructuring costs associated with the transformation program;
 - Business divestment outcomes; and
 - Material costs, should they arise, associated with responding to enquiries, regulatory actions, and the class action announced on 3 April 2023 outside the ordinary course of business.



Timeline and what to expect from here



- Sector led operating model and transformation program
- Continue to simplify current portfolio
- Operational excellence and risk management

Reflections and the path forward

- The past ~4 months have been a particularly challenging period for the company
- The Board and the Management Team are united in the need for cultural change, simplification of the business and focus on operational excellence and risk management
- We have taken action to address the immediate issues and have set targets that will support long-term success:
 - Rightsizing the operational model through transformation to deliver meaningful cost-out
 - Improvement in project performance by focusing on operational excellence and a disciplined approach to risk management
 - We will continue to engage with our investors on the targets and timelines set

Downer is undergoing a period of significant organisational change.

This multi-year transformation journey is necessary in order to properly realise the value of our exceptional assets.

This stronger Downer with disciplined management will be primed for growth and to capitalise on our leadership positions across Transport, Utilities and Facilities.

