Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Downer EDI Limited
ABN	97 003 872 848

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Grant Anthony Fenn
Date of last notice	13 August 2018

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct (961,478 ordinary shares) & Indirect (202,725 ordinary shares and 1,547,403 performance rights, each representing a right to one ordinary share).
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Held by CPU Share Plans Pty Ltd (Trustee of the Downer EDI Limited Deferred Employee Share Plan)
Date of change	21 August 2018.
No. of securities held prior to change	1,164,203 ordinary shares. 1,547,403 performance rights, each representing a right to one ordinary share, comprising of: 1. 2016 LTI Plan - 711,717 performance rights. The grant is comprised of three tranches: a. 237,239 performance rights with a relative TSR performance hurdle for the three years to 30 June 2018; b. 237,239 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2018; and c. 237,239 performance rights with a scorecard performance hurdle for the three years to 30 June 2018. A continued employment condition to 30 June 2019 applies to each tranche.

+ See chapter 19 for defined terms.

No. of securities held prior to change (continued)	2. 2017 LTI Plan - 503,526 performance rights. The grant is comprised of three tranches: a. 167,842 performance rights with a relative TSR performance hurdle for the three years to 30 June 2019; b. 167,842 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2019; and c. 167,842 performance rights with a scorecard performance hurdle for the three years to 30 June 2019. A continued employment condition to 30 June 2020 applies to each tranche. 3. 2018 LTI Plan – 332,160 performance rights. The grant is comprised of three tranches: a. 110,720 performance rights with a relative TSR performance hurdle for the three years to 30 June 2020; b. 110,720 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2020; and c. 110,720 performance rights with a scorecard performance hurdle for the three years to 30 June 2020. A continued employment condition to 30 June 2021 applies to each tranche.
Class	Ordinary shares
Number acquired	418,015 performance rights granted to Mr Fenn under the LTI Plan (2016 Plan) have met the relevant performance hurdles and have become provisionally qualified.
Number disposed	293,702 performance rights granted to Mr Fenn under the LTI Plan (2016 Plan) have not met the relevant performance hurdles and have been forfeited.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable

No. of securities held after change	1,164,203 ordinary shares. 1,253,701 performance rights, each representing a right to one ordinary share, comprising of: 1. 2016 LTI Plan – 418,015 performance rights which have met the relevant performance condition and remain subject to a continued employment condition to 30 June 2019. 2. 2017 LTI Plan - 503,526 performance rights. The grant is comprised of three tranches: a. 167,842 performance rights with a relative TSR performance hurdle for the three years to 30 June 2019; b. 167,842 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2019; and c. 167,842 performance rights with a scorecard performance hurdle for the three years to 30 June 2019. A continued employment condition to 30 June 2020 applies to each tranche. 3. 2018 LTI Plan – 332,160 performance rights. The grant is comprised of three tranches: a. 110,720 performance rights with a relative TSR performance hurdle for the three years to 30 June 2020; b. 110,720 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2020; and c. 110,720 performance rights with a scorecard performance hurdle for the three years to 30 June 2020. A continued employment condition to 30 June 2021 applies to each tranche.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	418,015 performance rights granted to Mr Fenn under the LTI Plan (2016 Plan) have met the relevant performance hurdles and have become provisionally qualified. 293,702 performance rights granted to Mr Fenn under the LTI Plan (2016 Plan) have not met the relevant performance hurdles and have been forfeited.

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.