

Media/ASX and NZX Release

20 June 2025

RETIREMENT AND APPOINTMENT OF NON-EXECUTIVE DIRECTORS

Downer EDI Limited (**Downer, Company**) (ASX:DOW) announced today that after nine years of service, Teresa Handicott will retire as a Non-Executive Director at the November 2025 Annual General Meeting.

The Company also announced that as part of the Board's ongoing renewal process, the appointments of Kerry Gleeson and Annette Carey as independent Non-Executive Directors, effective 1 September 2025 and 1 November 2025 respectively.

Retirement of Ms Handicott:

Announcing Ms Handicott's retirement, Mr Menhinnitt, said "Ms Handicott has been dedicated to the Company's success since joining the Board in September 2016.

"Teresa has made a significant contribution to Downer during her tenure, providing a strong voice on operational performance and governance" said Mr Menhinnitt.

Ms Handicott will continue to serve on the Board until the Annual General Meeting in November to ensure a smooth transition.

On behalf of the Board and shareholders, Mr Menhinnitt thanked Teresa for her commitment and for all that she has done for Downer during her term.

Appointment of Ms Gleeson:

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, most recently at Incitec Pivot for 9 years.

Ms Gleeson is currently the Chair of St Barbara Limited and a Non-Executive Director of Australian Strategic Materials and Chrysos Corporation and a former Non-executive Director of five ASX listed companies. Ms Gleeson is a fellow of the Australian Institute of Company Directors and holds a Bachelor of Laws from the University of Essex.

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Appointment of Ms Carey:

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 until recently, National Intermodal. Ms Carey holds a Bachelor of Laws and a Bachelor of Arts from Monash University, Victoria.

Authorised for release by Downer's Chair, Mark Menhinnitt.

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About Downer

Downer EDI Limited (Downer) is a leading provider of integrated services across Australia and New Zealand, delivering and maintaining essential infrastructure that enable communities to thrive.

The demand for our services is shaped by investment in the energy transition, defence capability, government services and infrastructure expansion necessary to support population growth, and local industry revitalisation.

The sectors where we operate include roads, rail, ports and airports, power, gas, water, telecommunications, energy networks, health, education, defence, and other government sectors.

Downer is one of Australia's and New Zealand's largest private sector employers, with more than 26,000 dedicated people, who are united by our high-performance culture, known as 'The Downer Difference'.

For more information visit www.downergroup.com

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