



TAX REPORT 2022

For the year ended 30 June 2022 | 31 March 2023

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1. CHIEF FINANCIAL OFFICER'S INTRODUCTION

Downer has a long-standing commitment to compliance with the Australian Voluntary Tax Transparency Code. On behalf of the Board, I am pleased to present the 2022 Tax Report for the Downer Group ("Downer" or "the Group"). This is the eighth Tax Report published by Downer and communicates our belief that transparency about the taxes we pay, our approach to tax governance and risk management, and our relationships with governments builds trust and helps our stakeholders better understand the contribution we make to the communities in which we operate.

Taxes are important sources of government revenue and are central to the fiscal policy and macroeconomic stability of countries, and play a role in achieving Downer's Sustainable Development Goals (further information is located within the 2022 Sustainability Report). Downer makes a vital contribution towards the economic prosperity of the communities in which we operate, employing over 33,000 people primarily in Australia and New Zealand. Pleasingly, in the 2022 financial year, Downer reaffirmed our commitment to supporting communities by establishing a range of new partnerships with not-for-profit organisations and in launching Downer's first workplace giving program in support of four strategically selected charities – Australian Cancer Research Foundation, Greening Australia, TLC for Kids and The Salvation Army's Family Violence Stream. In total, our payments of tax to governments in the 2022 financial year totalled \$1.2 billion.

The profits earned by Downer are taxed at the applicable corporate tax rate. Franking credits are generated from the payment of Australian income tax, which are passed on to shareholders on the distribution of franked dividends.

Downer is also subject to fringe benefits tax (FBT), goods and services tax (GST), payroll tax, land tax, stamp duty and other taxes. As well as being subject to the above taxes, Downer also collects and remits 'pay as you go' (PAYG) taxes on behalf of its employees and withholding tax.

The information in this Report is additional to information already published in the Notes to

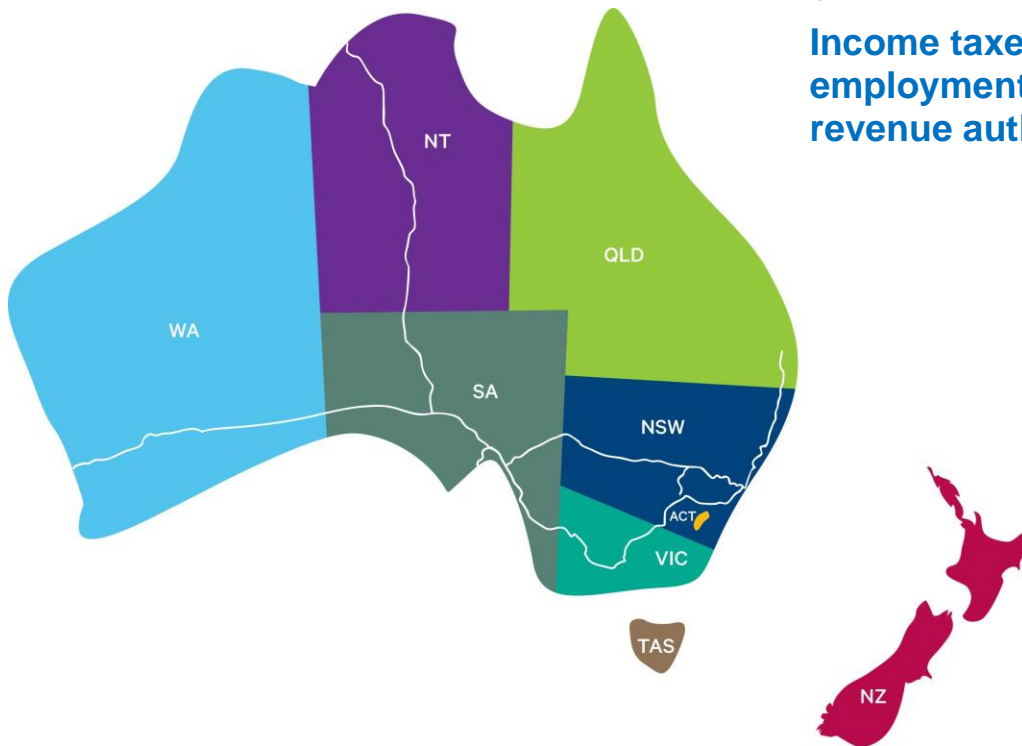
Downer's 2021 and 2022 Annual Reports, which were prepared in accordance with Australian Accounting Standards and comply with the International Financial Reporting Standards.

Downer has a strong commitment to tax governance and compliance and supports the principles of transparency with respect to its tax strategy and tax compliance in Australia and globally.

Signed

Michael Ferguson
Chief Financial Officer

2. TAXES PAID, COLLECTED AND REMITTED



Australia

Over the past 8 years
\$7.8 billion

**Income taxes, GST,
employment taxes to
revenue authorities**

New Zealand

Over the past 7 years
\$1.6 billion

**Income taxes, GST,
employment taxes to
revenue authorities**

The vast majority of Downer's operations are in Australia and New Zealand. The table below illustrates the types of taxes paid, collected and remitted by Downer in the 30 June 2022 and 30 June 2021 financial years to the Australian (Federal and State) and New Zealand tax authorities.

Tax Authorities	Taxes paid ⁴			Taxes collected / remitted			Total taxes paid, collected / remitted ⁵
	Corporate income tax	Employer / payroll taxes ¹	Total taxes paid	GST (net of recoveries)	Employee taxes remitted ²	Total taxes collected / remitted	
	\$m	\$m	\$m	\$m	\$m	\$m	
2022							
Australia (Federal)	0.0	5.1	5.1	253.7	571.5	825.2	830.3
Australia (State)	0.0	123.2	123.2	0.0	0.0	0.0	123.2
NZ ³	16.8	5.5	22.3	106.7	138.8	245.5	267.8
Total	16.8	133.8	150.6	360.4	710.3	1,070.7	1,221.3
2021							
Australia (Federal)	0.0	4.7	4.7	323.1	642.8	965.9	970.6
Australia (State)	0.0	133.7	133.7	0.0	0.0	0.0	133.7
NZ ³	19.0	5.3	24.3	119.1	125.4	244.5	268.8
Total	19.0	143.7	162.7	442.2	768.2	1,210.4	1,373.1

Notes

- Note 1. Consists of payroll and employer taxes paid resulting from Downer's role as an employer including Australian and NZ FBT. Figures represent payroll tax and NZ FBT for the 30 June year and Australian FBT for the 31 March year.
- Note 2. Employee taxes remitted to tax authorities for the 30 June year.
- Note 3. Taxes paid in NZ have been presented in Australian dollars.
- Note 4. Taxes paid does not include stamp duty, land tax, and other tax-related payments.
- Note 5. Taxes paid in 2021 include Downer's Mining portfolio of businesses. In the 2022 financial year, Downer completed its divestment of its Mining businesses, reflected in the reduction in taxes paid and remitted in Australia in 2022. Figures also includes Spotless for FY2022 and exclude the AE Smith Group in both years.

3. OVERVIEW OF OPERATIONS

Downer EDI Limited (Downer) is a leading provider of integrated services in Australia and New Zealand, employing approximately 33,000 people primarily in Australia and New Zealand.

Downer operates in sectors that are closely connected to the investment that is being driven by population growth and urbanisation. These sectors include roads, rail, light rail, other public transport, power, gas, water, telecommunications, health, education, defence and other government sectors.

In the 2022 financial year, Downer completed the divestment of its Mining portfolio of businesses, with the sale of Open Cut Mining East and Otraco. During the year, Downer also exited the majority of its Hospitality contracts.

Downer reported its results for the 2022 financial year under the following three service lines:

- **Transport** – comprises Downer’s road services, transport infrastructure and rail and transit businesses.
- **Utilities** – comprises Downer’s power, gas, water, renewable energy and telecommunications businesses.
- **Facilities** – comprises Downer’s facilities management, asset maintenance and mineral separation businesses.

The majority of Downer’s profits are earned in Australia and New Zealand. Downer also earns profits in various overseas jurisdictions which contribute less than 1% of Downer’s revenue. Refer to Note F2 “Controlled entities” of the 2022 Annual Report for details of the Group’s controlled entities.

For Australian income tax purposes, Downer elected to form a tax consolidated group (the Downer Tax Consolidated Group). The Downer Tax Consolidated Group includes Downer EDI Limited (as the Head Company) and its wholly-owned Australian subsidiaries. The members of the Downer Tax Consolidated Group are treated as a ‘single taxpayer’ for Australian income tax purposes.

4. TAX STRATEGY, GOVERNANCE AND APPROACH TO TRANSPARENCY

The objective of Downer's tax strategy is to deliver value to shareholders, whilst ensuring a high standard of integrity and social responsibility.

Downer is subject to a rigorous assurance regime including independent external audit of Group Financial Reports, regular reporting from its internal audit program and ensuring compliance with key safety measures as part of Zero Harm. The industries in which Downer operates, as well as Downer's profile, require it to have robust and effective risk management policies.

Downer implements its tax strategy in line with the tax risk management principles captured within the Group's overall Risk Management Framework. This framework is approved by Downer's Board and is supported by the Group's governance processes, which ensure the framework is implemented effectively. The latest review of Downer's Risk Management Framework was completed in 2022. The framework and supporting governance processes outline key tax risks and the appropriate controls required to ensure that all tax risks are managed appropriately and effectively. The tax controls are monitored periodically and assurance as to their effectiveness is part of Downer's internal audit program.

Our transactions and tax positions are in line with business purposes and reflect commercial rationale. We adopt a low-risk approach to our tax affairs. The Board does not sanction or support any aggressive tax planning or tax positions. Given the size of our operations, and at times, uncertainty involved in the application of tax laws, where possible, for the purposes of obtaining certainty of our tax positions, we engage with revenue authorities on a real-time basis regarding the application of the tax law and to identify and resolve any disagreements on a timely basis.

Our approach is to maintain sustainable and open relationships with tax authorities through cooperation, integrity and transparency.

As mentioned, Downer's operations in foreign jurisdictions are principally in New Zealand. The corporate tax rate of 28% in New Zealand is lower than the Australian corporate tax rate of 30%. Accordingly, Downer discloses the impact of the different tax rates in Note B5 to the 2022 Annual Report ("Effect of tax rates in foreign jurisdictions").

Downer's corporate governance framework, including tax governance framework, provides the platform from which:

- The Board is accountable to shareholders for the operations, performance and growth of the Group
- Downer management is accountable to the Board
- The risks to Downer's business are identified and managed
- Downer effectively communicates with its shareholders and the investment community.

Downer continues to enhance its policies and processes to promote leading corporate governance practices. During the 2022 financial year, significant work has gone into The Downer Standard, our Integrated Management System which gives the organisation a single governance framework focusing on consistent and repeatable outcomes for our customers.

Downer is committed to maintaining high standards of corporate governance by voluntarily adopting the transparency principles in the Australian Voluntary Tax Transparency Code.

5. INCOME TAXES DISCLOSED IN 2022 ANNUAL REPORT

INCOME TAX EXPENSE

Income tax expense (ITE) is an accounting concept which represents the amount of income tax accrued for accounting purposes. Usually, there will be differences between the ITE and the amount of income tax paid for the period to tax authorities. This is due to ITE including amounts which are not likely to be paid / received in the current period (commonly referred to as deferred tax expense). ITE may also be affected by the impact of foreign jurisdictions, whether it is due to differential tax rates or the inability to recover tax losses from these jurisdictions. Further, for accounting purposes, ITE includes only taxes on profits and excludes other types of taxes such as GST, FBT and PAYG tax paid on behalf of employees.

Downer reported a global ITE of \$85.8 million for the 2022 financial year. The reported effective tax rate (ETR) of 36.1% represents the ITE as a percentage of Downer's total profit before tax. The primary drivers of the ITE and ETR are outlined below (split into Australian and international operations).

2022	Australia \$'m	International \$'m	Total \$'m
Profit before income tax	173.2	64.6	237.8
Tax expense using Downer's corporate tax rate ¹	52.0	19.3	71.3
Effect of tax rates in foreign jurisdictions ²	--	(1.8)	(1.8)
Non-deductible expenses	3.9	0.2	4.1
Profits and franked distributions from joint ventures (JV) and associates ³	(6.2)	(0.6)	(6.8)
Non-assessable income	(1.1)	(2.8)	(3.9)
Tax effect of divestments	(6.6)	6.6	--
Tax effect of previously unrecognised capital losses	(2.6)	--	(2.6)
Derecognition of temporary differences	17.6	--	17.6
Other items	3.9	(0.2)	3.7
Under provision of income tax in previous year	5.3	(1.1)	4.2
Total income tax expense	66.2	19.6	85.8
ETR	38.2%	30.3%	36.1%

Notes

Note 1. Australian corporate tax rate is 30%.

Note 2. NZ profits taxed at 28%; profits from other foreign jurisdictions taxed at different tax rates to the Australian corporate tax rate of 30%.

Note 3. Represents JV profits that have already been subject to tax.

RECONCILIATION OF ITE TO INCOME TAX PAID

2022	\$'m
Income tax expense (per Profit & Loss in the Annual Report)	85.8
Adjusted for:	
Deferred tax expense	(61.9)
Tax payments less than current tax expense	(8.0)
Income tax paid (agrees to Cash Flow Statement in the Annual Report)	15.9

Notes

- The deferred tax expense for the 2022 financial year primarily consists of movements in the following deferred tax balances (due to differences in varying tax treatments):
 - Trade receivable and contract assets of (\$3.1m): Certain receivables carried are not assessable for tax until derived.
 - Property, Plant and Equipment (PPE) of \$8.0m: PPE being depreciated more slowly for tax than accounting.
 - Intangible assets of \$7.8m: Amortising intangible assets non-deductible for tax purposes.
 - Trade and payables and contract liabilities (\$1.9m): Accrued expenses not deductible for tax until incurred.
 - Employee benefits and other provisions (\$16.4m): Provisions not deductible for tax until incurred.
 - Income tax losses (\$37.1m): Carry forward income tax losses and attributes utilised at 30 June 2022.
 - Other items (\$19.2m): This includes differences in accounting and tax treatment for financial assets, financial liabilities and foreign exchange movements.

6. INTERNATIONAL RELATED PARTY DEALINGS

Generally, Downer operates in foreign jurisdictions through legal entities and is subject to the tax regimes in those jurisdictions. These entities and foreign jurisdictions are disclosed in the Annual Report (Note F2 “Controlled entities”).

Downer reports its income in the country where the services are performed and reports expenses in the country where the costs are incurred. As the Group predominantly operates in Australia and New Zealand, the Group’s main international related party dealings (IRPD) impacting the Australian taxable income of the Downer Tax Consolidated Group is the management fee charged to New Zealand, which is summarised below.

Downer EDI Limited, as the holding company of the Downer Group, is required to charge a management fee in relation to costs incurred and services performed referable to managing and supporting the business portfolio.

The recovery of corporate head office costs referable to supporting the business portfolio is a requirement to comply with tax legislation.

The approach adopted in calculating and charging the management fee is in accordance with relevant transfer pricing legislation and Australian Taxation Office (ATO), New Zealand Inland Revenue Department, and Organisation for Economic Cooperation and Development transfer pricing rulings and guidelines.

Main IRPD	2022 \$'m
Management fee to NZ	13.0

7. ATO TAX TRANSPARENCY DISCLOSURES

In November 2022, the ATO published tax information for large taxpayers in respect of the 2021 tax year in accordance with the ATO's tax transparency measures.

The information published by the ATO includes taxable income and tax payable, which are based on concepts outlined under Australian tax law. Taxable income is generally based on accounting profit with adjustments for tax timing differences, and for amounts included in accounting profit that are not included in taxable income. Unused tax losses from prior years can also be deducted from taxable income in later years. Tax payable is generally 30% of taxable income but this amount is then reduced for available tax offsets. These offsets include franking credits and foreign income tax offsets.

For the 2021 tax year, the Downer Tax Consolidated Group's taxable income and tax payable was nil. This is principally due to the Downer Tax Consolidated Group utilising carried forward tax losses against taxable income.

The following table provides a comparison of the information published by the ATO for the Downer Tax Consolidated Group against information contained in Downer's 2021 Annual Report.

2021	ATO Published Information	2021 Annual Report	Explanation
Total Income	9,199,064,149	11,610,500,000	<ul style="list-style-type: none"> ▪ The total income published by the ATO is based on the lodged income tax return for the Downer Tax Consolidated Group which only includes the results of the Australian entities. ▪ The income in the Annual Report includes income of New Zealand and other overseas jurisdictions. This comprises 'Total revenue and other income', 'Share of net profit of joint ventures and associates' and 'Finance income' in the Annual Report.
Taxable Income (book loss before tax as comparative)	6,060,701	229,900,000	<ul style="list-style-type: none"> ▪ The taxable income published by the ATO is the accounting profit for each tax consolidated group adjusted for the following material tax adjustments: <ul style="list-style-type: none"> – Tax timing differences – Recoupment of carried-forward capital losses. ▪ The profit in the Annual Report is the consolidated profit for Downer which includes the results of New Zealand and other overseas jurisdictions.
Tax payable (income tax paid (per cash flow statement) as comparative)	-	19,900,000	<ul style="list-style-type: none"> ▪ The Australian tax payable published by the ATO for the Downer Tax Consolidated Group is nil due to the utilisation of carried forward tax losses against taxable income in the 2021 year. ▪ Income tax paid per the Cash Flow Statement in the Annual Report includes both Downer's and Spotless' global tax payments primarily relating to Australia of \$2.1 million refund and other overseas jurisdictions of \$22.0 million.

8. BASIS OF REPORT PREPARATION

SECTION 2

Taxes and other payments to Australian and New Zealand tax authorities are presented in this Report in Section 2 on a cash paid and cash received basis for the years ended 30 June 2021 and 30 June 2022. This Report includes all such payments by controlled entities within the Group (including Spotless for the 2022 year except for the AE Smith Group). Tax payments made by equity accounted investments and joint ventures are excluded.

Taxes paid to Australian and New Zealand tax authorities, net of refunds, are referred to in this Report and include the following categories:

Corporate income tax

Payments to tax authorities based on taxable profits determined in accordance with income tax laws, including withholding taxes on dividends and interest.

Employer / payroll taxes

Payments to tax authorities resulting from Downer's role as an employer, including payroll tax, Australian FBT and New Zealand FBT. Figures shown represent payroll tax and New Zealand FBT for the 30 June 2021 and 30 June 2022 years and Australian FBT for the 31 March 2021 and 31 March 2022 years being the most recent annual data.

GST (net of recoveries)

GST payments made to, or received from, Australian and New Zealand tax authorities.

Employee taxes remitted

Tax payments remitted to tax authorities on behalf of Downer's employees.

SECTION 5

The financial statement disclosures in Section 5 have been extracted from the 2022 Annual Report which was prepared under Australian Accounting Standards and complies with International Financial Reporting Standards.

SECTION 7

ATO tax transparency disclosures in Section 7 reflect total income, taxable income and tax payable contained in the 30 June 2021 tax return lodged by the Downer Tax Consolidated Group.



Independent Auditor's Report

To the Directors of Downer EDI Limited

Opinion

In our opinion, the tables presented in Sections 2, 5, 6 and 7 (the "Tables") of Downer EDI Limited's ("Downer") Tax Report 2022 presents fairly, in all material respects, in accordance with the basis of preparation set out in Section 8 of the Tax Report, for the year ended 30 June 2022.

The Tax Report comprises:

- Section 2 – Taxes paid, collected and remitted
- Section 5 – Income taxes disclosed in 2022 Annual Report
- Section 6 – International related party dealings
- Section 7 – ATO Tax Transparency disclosures

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Tables* section of our report.

We are independent of the Downer in accordance with the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the *Tables* in Australia. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Emphasis of matter – basis of preparation and restriction on use and distribution

We draw attention to Section 8 to the Tax Report, which describes the basis of preparation.

The Tax Report has been prepared to assist the Directors of Downer for the purpose of disclosing certain information regarding Australian and International taxes paid, collected and remitted by Downer for the year ended 30 June 2022.

As a result, the Tax Report and this Auditor's Report may not be suitable for another purpose.

Our report is intended solely for the Directors of Downer and should not be used by or distributed to parties other than the Directors of Downer. We disclaim any assumption of responsibility for any reliance on this report, or on the Tax Report to which it relates, to any person other than the Directors of Downer or for any other purpose than that for which it was prepared. Our opinion is not modified in respect of this matter.

Other Information

Other Information is financial and non-financial information in Downer's Tax Report which is provided in addition to the Tables and the Auditor's Report. Management is responsible for the Other Information.

Our opinion on the Tables does not cover the Other Information and, accordingly, we do not express any form of assurance conclusion thereon.

In connection with our audit of the Tables, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Tables or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of Management for the Tables

Management are responsible for:

- the preparation and fair presentation of the Tables and have determined that the basis of preparation described in Section 8 to the Tax Report is appropriate to meet the needs of the Directors of Downer for the purpose of disclosing certain information regarding Australian and International taxes paid, collected and remitted by Downer for the year ended 30 June 2022;
- implementing necessary internal control to enable the preparation of the Tables that is free from material misstatement, whether due to fraud or error.

Auditor's responsibilities for the audit of the Tables

Our objective is:

- to obtain reasonable assurance about whether the Tables as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Tables.

As part of an audit in accordance with the *Australian Auditing Standards*, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Tables, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Downer's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Evaluate the overall presentation, structure and content of the Tables, including the disclosures, and whether the Tables represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during the audit.

A handwritten signature of the KPMG firm, written in black ink.

KPMG

A handwritten signature in black ink, appearing to be 'S Isaac'.

Stephen Isaac

Partner

Sydney

31 March 2023

