

Disclosure Policy

Level: Board
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Approved by: Board

POLICY The Company is committed to providing timely, full and accurate disclosure to ensure compliance with its legal and regulatory disclosure obligations.

PURPOSE The Board has established this Disclosure Policy to assist the Company, its officers and employees to comply with the Company's legal and regulatory disclosure obligations to ensure that:

- all investors have equal and timely access to material information about the Company; and
- Company announcements are factual and presented in a clear and balanced way.

SCOPE The Board, the Committees and the Company.

1.0 DEFINITIONS

1.1 **ASX** means ASX Limited or, if the context requires, the securities exchange operated by it.

Board means the Board of Directors of Downer EDI Limited (ACN 003 872 848).

Company refers to Downer EDI Limited (ACN 003 872 848), its subsidiary companies, operating divisions and business units.

Company Secretary means the Company Secretary of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means any person who is appointed to the Board and includes alternate directors.

Disclosure Committee means the specific purpose Board committee established to assist the Board to ensure the Company complies with its disclosure obligations in Australia and New Zealand, and in the jurisdiction of any other securities exchange on which any securities of the Company are listed.

Executive means any or all of the officers reporting to a Senior Executive.

Group CEO means the Chief Executive Officer and Managing Director of the Company.

Group CFO means the Chief Financial Officer of the Company.

NZX the New Zealand securities exchange.

Senior Executive means any or all of the following personnel: the Group CEO, the Group CFO,

the Company Secretary, senior executives reporting to the Group CEO including the chief executive officers of each division of the Company.

2.0 INTRODUCTION

2.1 Background

The Company has a number of operations in Australia and in jurisdictions around the world and the Company's ordinary shares are listed on ASX, with secondary listing on the NZX. In addition, other securities of the Company (including bonds) are listed on the NZX.

This Disclosure Policy has been developed to ensure the Company complies with its legal and regulatory disclosure obligations in Australia and New Zealand, and in the jurisdiction of any other securities exchange on which the Company's securities are listed.

2.2 Application

This Disclosure Policy applies to all of the Company's Directors and employees, and to all contractors engaged by the Company, and forms a crucial part of the duties and responsibilities of each individual Director, employee and contractor.

Each Director, employee and contractor of the Company must understand his or her obligations under, and must comply with, this Disclosure Policy.

The Company provides a copy of this Disclosure Policy to, and holds regular training sessions about its disclosure obligations and this Disclosure Policy for, all Directors and employees of the Company to ensure that they are aware of their obligations and responsibilities.

2.3 Contravention of this policy

The Company considers contravention of this Disclosure Policy a serious matter and reports of any contravention will be investigated by the Company.

Disciplinary action, including termination for misconduct, may be taken against any Director, employee or contractor of the Company who contravenes this Disclosure Policy.

2.4 Breach of continuous disclosure obligation

A breach of continuous disclosure obligations can result in criminal and civil liability for the Company. It can also result in claims for compensation by person's (including shareholders) who have suffered or may suffer a loss as a result of the breach.

ASIC also has the power to issue administrative orders known as infringement notices (with financial penalties up to \$100,000) where ASIC considers a company has contravened the continuous disclosure regime.

Directors, employees or contractors involved in any breach may also face criminal and civil liability.

3.0 CONTINUOUS DISCLOSURE OBLIGATIONS

3.1 Continuous disclosure obligations

The Corporations Act and the ASX Listing Rules require the Company to disclose to ASX any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities ("price sensitive information") as soon as the Company becomes aware of that information. A reasonable person will be taken to expect particular information to have a material effect on the price or value of the Company's securities if the information would, or would be likely to, influence persons who commonly invest in such securities in deciding whether to acquire or dispose of the securities. As this is an assessment of market behaviour, advice may be required from a suitable expert. There are similar requirements under New Zealand law under the Securities Markets Act and the NZX Listing Rules.

The Company becomes "aware" of information if a Director or an executive officer of the Company has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as a Director or executive officer.

"Executive officers" means Senior Executives, Executives and any other person or persons concerned in, or taking part in, the management of the Company.

3.2 Commitment to continuous disclosure

The Company will comply with its continuous disclosure obligations by advising information about the Company to ASX and NZX in a timely manner, to keep the market informed of events and developments as they occur.

Subject to applicable exceptions, the Company will immediately disclose price sensitive information that is not generally available to ASX and NZX.

If the Company becomes aware that undisclosed price sensitive information has become generally available or has been released to the public (or any external parties), the Company will immediately disclose that information to ASX and NZX.

Exceptions

There are certain exceptions to the Company's continuous disclosure obligations. Whether any of those exceptions apply will be determined solely by the Group CEO and Company Secretary or the Disclosure Committee.

The Company does not need to disclose information if all of the following are satisfied in relation to the particular information:

- a) a reasonable person would not expect the information to be disclosed; and
- b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and

- c) one or more of the following applies:
 - (i) it would breach the law to disclose the information;
 - (ii) the information concerns an incomplete proposal or negotiation;
 - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (iv) the information is generated for internal management purposes; or
 - (v) the information is a trade secret.

3.3 Exceptions

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The Company does not need to disclose information if all of the following are satisfied in relation to the particular information:

- d) a reasonable person would not expect the information to be disclosed; and
- e) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- f) one or more of the following applies:
 - (i) it would breach the law to disclose the information;
 - (ii) the information concerns an incomplete proposal or negotiation;
 - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (iv) the information is generated for internal management purposes; or
 - (v) the information is a trade secret.

All three requirements under (a), (b) and (c) above must be satisfied. If one ceases to be satisfied the exception no longer applies. The Company will continue to monitor whether information which is subject to the exception remains subject to the exception. If any one of (a), (b) or (c) above ceases to apply the particular information will no longer be subject to the exception.

4.0 CONTINUOUS DISCLOSURE PROCESS

4.1 What information must be disclosed?

The Company must disclose price sensitive information to ASX and NZX (subject to some exceptions).

This means that the Company must provide to ASX and NZX any information about the Company that:

- a) a reasonable person would expect to have a material effect on the price or value of the Company's securities; and

- b) may affect a person's decision to buy, sell or deal in the Company's securities.

Matters which may require disclosure, if material, include:

- a) differences in the financial condition, results of operations, forecasts and earning performance of the Company which are different from that anticipated by the Company or the market;
- b) acquisitions or disposals;
- c) events or occurrences that may have a impact on the Company's operations or business;
- d) the appointment of a receiver, manager, liquidator or administrator;
- e) the conclusion of any related party agreement;
- f) changes in senior management
- g) a financing or security issue (whether debt or equity) or other action with respect to securities, and
- h) a proposed dividend or a change in dividend Policy or auditors.

4.2 What is the notification process?

Directors, employees and contractors of the Company must immediately notify the Company Secretary if they have any information that is, or that may be, price sensitive information.

Any Director, employee or contractor of the Company who has information but is unsure whether the Company must disclose that information should always err on the side of caution and immediately notify the Company Secretary.

Notifications should be sent to the Company Secretary by email to *[Note: internal email address is removed from the website copy of this document]*.

A flow chart setting out the Company's continuous disclosure process is set out in Schedule 1 of this Disclosure Policy.

5.0 PERIODIC DISCLOSURE

5.1 Periodic disclosure obligations

The Corporations Act and the ASX Listing Rules require the Company to disclose certain financial and operational information at regular times during the financial year. New Zealand law and the NZX have similar requirements.

5.2 Commitment to periodic disclosure

The Company will comply with its periodic disclosure obligations by following a calendar of regular disclosure to the market about its financial and operational results.

The Company will also make available on its website all information it discloses to ASX, NZX and ASIC to satisfy its periodic disclosure obligations (including annual and half-yearly reports, financial results and details and results of shareholder meetings).

6.0 OTHER DISCLOSURES

6.1 Information requested by ASX or NZX to correct a false market

The Company will comply with requests by ASX or NZX to provide ASX and NZX with information needed to correct or prevent a false market.

A “false market” means a market in which the Company’s securities are traded:

- a) in the absence of disclosure of price sensitive information; or
- b) on the basis of inaccurate or misleading information.

6.2 Market speculation and rumours

Subject to its disclosure obligations, the Company will generally not comment on market speculation or rumours.

If the Company is required to comment, only the Disclosure Committee is authorised to release comments to ASX and NZX. Every Director, employee and contractor of the Company should notify the Company Secretary if they become aware of speculation or rumours concerning the Company.

6.3 Trading halts

The Company may determine that, in the interests of a fully informed, fair and transparent market for the Company’s securities, a trading halt should be requested from ASX and NZX.

The Disclosure Committee is responsible for:

- a) determining whether the Company should request a trading halt; and
- b) where appropriate, requesting ASX and NZX to grant a trading halt.

7.0 DEALING WITH EXTERNAL PARTIES

7.1 Insider trading

Directors, employees and contractors of the Company must not disclose price sensitive information to any person outside the Company. In some cases, Directors, employees and contractors must not discuss certain information with other Directors, employees and contractors of the Company.

7.2 Unsolicited queries

If a Director, employee or contractor of the Company is asked to respond to a query by an analyst, shareholder, journalist or any other external party, he or she must comply with the Company’s Communication Policy and must not disclose any price sensitive information to the external party.

If a response to a query from an external party requires a Director, employee or contractor of the Company to disclose price sensitive information, he or she must decline to answer the query and must immediately notify the Company Secretary.

7.3 Company briefings

The Company regularly holds briefings for analysts, investors and the media to discuss information that has been announced to the market.

Directors, employees and contractors of the Company must not disclose, discuss or answer questions about any price sensitive information that has not been disclosed to ASX and NZX.

If any price sensitive information is inadvertently disclosed at a Company briefing, the Company must immediately disclose the information to ASX and NZX.

7.4 Analysts reports and forecasts

The Company is not responsible for, and does not endorse, any reports or forecasts made by analysts about the Company.

Subject to its disclosure obligations, the Company will generally not comment on reports or forecasts made by analysts.

7.5 Media

The Company may make press releases about any matter provided that any price sensitive information has first been disclosed to ASX and NZX in accordance with this Disclosure Policy.

The Company may invite the media to attend or participate in Company presentations to investors and analysts.

In addition to their duty to keep Company information confidential, Directors, employees and officers of the Company must not provide price sensitive information to the media or make comments about price sensitive information, and must not participate in interviews in which price sensitive information is discussed in accordance with the Company's Communication Policy.

8.0 RULES FOR DISCLOSING INFORMATION TO ASX AND NZX

8.1 Authority to disclose information to ASX and NZX

Only the Company's Disclosure Committee and the Company Secretary are authorised to provide information to ASX and NZX.

8.2 Disclosure must first be made to ASX and NZX

The Company must not disclose any price sensitive information to any person (including analysts and the media) until the Company has first given the information to ASX and NZX and has received an acknowledgement from ASX and NZX that the information has been released to the market.

9.0 RESPONSIBILITIES UNDER THIS DISCLOSURE POLICY

9.1 Employees and contractors

Every employee and contractor of the Company is responsible for notifying the Company Secretary about any information that is, or has the potential to be, price sensitive information.

Employees and contractors of the Company are also responsible for giving the Company Secretary all the details needed to help them make a decision about whether the information is required to be disclosed to ASX or NZX.

9.2 Company Secretary

The Company Secretary is responsible for:

- a) receiving information notified by employees and contractors of the Company;
- b) to the extent possible, verifying the completeness of and veracity of information notified by employees and contractors of the Company;
- c) responding to questions about this Disclosure Policy;
- d) assessing whether the information provided to them is, or has the potential to be, price sensitive information;
- e) discussing the information provided to them which they assess to be, or which has the potential to be, price sensitive information with the Group CEO so as to determine the content of disclosures to be made to ASX and NZX;
- f) where the Group CEO so requires, convening meetings of the Disclosure Committee;
- g) finalising with the Disclosure Committee the content of disclosures to be made to ASX and NZX;
- h) making authorised disclosures to ASX and NZX; and
- i) ensuring employees of the Company understand their obligations under this Disclosure Policy.

9.3 Disclosure Committee

The Disclosure Committee is authorised to determine whether information notified to it requires disclosure, and to make disclosures, respond to queries from ASX and NZX and request trading halts.

Full details of the Disclosure Committee's responsibilities are set out in the Disclosure Committee Charter.