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1 PURPOSE

This document outlines the Downer policy for Securities Trading.

The objectives of this policy are to ensure that:

- any dealings in Securities by the Directors, employees and contractors comply with legal and regulatory obligations (including the prohibition against insider trading); and
- the Company maintains market confidence in the integrity of dealings in its Securities.

In applying this policy, Downer expects to prevent the misuse (or perceived misuse) of Price Sensitive Information by restricting certain Securities dealings undertaken by its Directors, employees and contractors.

All requirements in this document are consistent with the documents listed in section 12 *Referenced & Associated Documents*.

2 SCOPE

This policy is applicable to the Board, the Committees and the Company.

3 DEFINITIONS

The following terms are used in this document.

ASX	Australian Securities Exchange.
Board	Board means the Board of Directors of Downer.
Closed Periods	In any financial year, the Company's Closed Periods are any period other than: <ul style="list-style-type: none">▪ the 28 day period commencing on the day immediately following the date on which the Company holds an annual general meeting;▪ the 28 day period commencing on the day immediately following the date on which the Company gives its half year report to the ASX and NZX; and▪ the 28 day period commencing on the day immediately following the date on which the Company gives its preliminary final statement to the ASX and NZX.
Company	Downer, its subsidiary companies, operating divisions and business units.
Company Secretary	The Company Secretary of Downer.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	Any person who is appointed to the Board and includes alternate directors.
Downer	Downer EDI Limited (ACN 003 872 848).
Executive	Any or all of the officers reporting to a Senior Executive.
NZX	New Zealand Securities Exchange.
Price Sensitive Information	Any information concerning the Company or another entity (listed or unlisted) entity that a reasonable person would expect to have a material effect on the price or value of the Company's or that other entity's Securities.

- Restricted Persons**
- Directors, Senior Executives and Executives;
 - group corporate financial accounting personnel;
 - the executive assistants to each Senior Executive and each Executive; and
 - employees and contractors of the Company who have been notified that they are restricted persons.

Securities Shares, preference shares, options, derivatives, bonds and other securitised debt, managed investment schemes, debentures, warrants, futures, and other financial products that can be traded on a financial market and includes shares issued by the Company or any other company, renounceable rights, convertible notes, financial products issued or created by third parties over securities, and products designed to limit economic risk in securities holdings.

Senior Executive Any or all of the following personnel: the Group CEO, the Group CFO, the Company Secretary, all executives reporting to the Group CEO including the chief executive officers of each division of the Company.

4 SUMMARY OF POLICY

No insider trading.	Insider trading by any Director, employee or contractor in respect of the Company's Securities or any other entity's Securities is prohibited.
Dealing in Closed Periods.	Restricted Persons may not deal in the Company's Securities during Closed Periods.
Dealing outside of Closed Periods.	Restricted Persons may not deal in the Company's Securities outside of Closed Periods without consent.
No speculative trading.	Directors, employees and contractors may not undertake short term or speculative trading or hedging in respect of the Company's Securities.
No margin lending.	Restricted Persons may not engage in margin lending which affects the Company's Securities.
No hedging.	Directors, employees and contractors may not engage in hedging or similar arrangements that are intended to secure a profit or avoid a loss based on fluctuations in the price of the Company's Securities.

5 INTRODUCTION

5.1 Background

The Corporations Act and the listing rules of the ASX and NZX contain important prohibitions against using Price Sensitive Information when dealing in the Securities of the Company and other entities.

This Securities Trading Policy has been developed to ensure the Company and its Directors, employees and contractors comply with their legal and regulatory obligations when dealing in the Securities of the Company and other entities.

5.2 Application

This Securities Trading Policy applies to all Directors, employees and contractors and forms a crucial part of the duties and responsibilities of all Directors, employees and contractors.

Each Director, employee and contractor must understand his or her obligations under, and must comply with, this Securities Trading Policy.

The Company provides a copy of this Securities Trading Policy to all Directors, employees and contractors and holds regular training sessions about this Securities Trading Policy for all Restricted Persons to ensure that they are aware of their obligations and responsibilities.

5.3 Contravention

The Company considers contravention of this Securities Trading 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 Securities Trading Policy.

It is important to note that the Company's Directors, employees and contractors may also be liable (in a criminal and civil way) for contravening this Securities Trading Policy.

6 INSIDER TRADING

6.1 Insider Trading

Subject to some exceptions, the Company is required to disclose all Price Sensitive Information to the ASX and NZX.

In some circumstances, and by virtue of their roles in the Company, the Directors, employees and contractors may possess Price Sensitive Information that has not been disclosed to the ASX or NZX.

A Director, employee or contractor of the Company engages in "insider trading" if they:

- deal in Securities in the Company or another entity while in possession of any Price Sensitive Information that has not been disclosed to the ASX or NZX or that is not generally available to the market; or
- communicates any Price Sensitive Information to another person that has not been disclosed to the ASX or NZX or that is not generally available to the market.

6.2 Insider Trading Prohibition

The Corporations Act and the listing rules of the ASX and NZX contain prohibitions against insider trading which means that **insider trading is illegal**.

Directors, employees and contractors of the Company must not engage in insider trading of the Company's Securities or in the Securities of another entity.

7 RESTRICTIONS ON DEALING

7.1 Dealing

For the purposes of this Securities Trading Policy, “dealing” in Securities includes:

- subscribing for, buying and selling Securities (or entering into an agreement to do any of these things); and
- advising, procuring or encouraging another person to subscribe for, buy and sell Securities (or entering into an agreement to do any of these things).

7.2 Prohibition on Dealing in the Company’s Securities

Directors, employees and contractors of the Company **must not deal** in the Company’s Securities if they possess any:

- Price Sensitive Information that has not been disclosed to the ASX or NZX; or
- confidential information of the Company that may be Price Sensitive Information.

7.3 Prohibition on Dealing in the Securities of Another Entity

Directors, employees and contractors of the Company **must not deal** in the Securities of another entity if they possess Price Sensitive Information about that entity that has not been disclosed to the relevant stock exchange or that is not generally available to the market.

7.4 Prohibition on Dealing During the Company’s Closed Periods

Restricted Persons **must not deal** in the Company’s Securities during the Company’s Closed Periods as Restricted Persons are routinely in possession of Price Sensitive Information that has not been disclosed to the ASX or NZX.

7.5 Prohibition on Short Term Trading

Directors, employees and contractors of the Company **must not engage** in short term or speculative trading in the Company’s Securities.

For the purposes of this Securities Trading Policy, this prohibition applies to any:

- purchase and sale of the same Securities within a six-month period;
- trades undertaken by margin lenders to close out margin calls; and
- direct dealings in the Company’s Securities as well as transactions in derivative markets involving exchange traded options, share warrants and similar instruments.

7.6 Prohibition on Hedging

Directors, employees and contractors of the Company **must not engage** in hedging arrangements, deal in derivatives or enter into other arrangements which limit the economic risk related to the Company’s Securities.

For the purposes of this Securities Trading Policy, this prohibition applies to any contracts for difference and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of the Company’s Securities.

7.7 Prohibition on Margin Lending

Restricted Persons **must not engage** in any margin lending or Securities lending arrangements or grant a security interest, mortgage, charge, lien or other encumbrance over the Company’s Securities.

7.8 Dealings by Connected Persons

Each Restricted Person must take reasonable steps to prevent any of their connected persons from dealing with Securities in any way that is prohibited under this Securities Trading Policy.

For the purposes of this Securities Trading Policy, a “connected person” of a Director, employee or contractor of the Company includes:

- their spouse or domestic partner, child or step-child and immediate family;
- a relative who has shared their household for at least 12 months as at the date of the relevant dealing;
- companies that are associated with them, or their connected persons by virtue of them holding (together or separately) 20% or more of the securities or controlling the exercise of 20% or more of the voting power at any general meeting;
- a trustee where the beneficiaries of the trust include them or any of their connected persons;
- their business partners and business partners of their connected persons;
- companies in which they are a director or a senior executive concerned in, or taking part in, the management of the Company; and
- brokers, financial advisers and investment managers who have the discretion to trade on their behalf.

8 DEALING APPROVAL REQUIREMENTS

8.1 Closed Periods

In any financial year, the Company's Closed Periods are any period other than:

- the 28 day period commencing on the day immediately following the date on which the Company holds an annual general meeting;
- the 28 day period commencing on the day immediately following the date on which the Company gives its half year report to the ASX and NZX; and
- the 28 day period commencing on the day immediately following the date on which the Company gives its preliminary final statement to the ASX and NZX.

8.2 Requirement for an Approval for Dealing Outside Closed Periods

- Restricted Persons (other than Directors) **must** obtain approval from the Company Secretary before they (or any of their connected persons) deal in the Company's Securities outside of the Company's Closed Periods.
- Directors **must** obtain approval from the Chairman of the Board before they (or any of their connected persons) deal in the Company's Securities outside of the Company's Closed Periods.
- The Chairman of the Board **must** obtain approval from the Chairman of the Audit and Risk Committee of the Board before they (or any of their connected persons) deal in the Company's Securities outside of the Company's Closed Periods.

8.3 Process for Requesting an Approval

A Restricted Person may request approval to deal in the Company's Securities outside the Company's Closed Periods from the Company Secretary by submitting a signed and completed **Request to deal in Downer securities** to the Company Secretary by email to [\[Note: the internal email address is removed from the website copy of this document\]](#).

A Restricted Person must not deal in the Company's Securities until they receive written confirmation from the Company Secretary, Chairman of the Board or Chairman of the Audit and Risk Committee (as the case may be) that approval to deal in the Company's Securities outside a Closed Period has been granted.

A response to approval requests will normally be provided within two business days.

Approval is only valid for the period noted in the response to the request and will lapse if the Restricted Person does not complete the notified transaction. If an approval has lapsed, a Restricted Person must submit a new signed and completed **Request to deal in Downer securities** to the Company Secretary by email to [\[Note: the internal email address is removed from the website copy of this document\]](#).

8.4 Exempted Dealings

Directors and employees of the Company may:

- deal in Securities under an offer or invitation made to all or most of the Company's shareholders (including rights issues, security purchase plans, or equal access buy-back) where the invitation or offer documentation that determines the timing and structure of the offer has been approved by the Board;
- participate on an ongoing basis in the Company's dividend reinvestment plans;
- apply to participate in any of the Company's executive share plans and request the transfer of unrestricted Securities from the trustee to an executive; and
- purchase Securities under any of the Company's employee share plans.

9 EXCEPTIONAL CIRCUMSTANCES

9.1 Board's Discretion

In exceptional circumstances only, the Chairman has the discretion to grant an exemption to the prohibition on dealing in the Company's securities during the Closed Periods or in the case of the Chairman wishing to deal in the Company's securities, the Chairman of the Audit and Risk Committee of the Board has that discretion.

No exemption will be granted if the Chairman or Chairman of the Audit and Risk Committee of the Board considers that a Restricted Person possesses (or may reasonably be presumed to possess) Price Sensitive Information that has not been disclosed to the ASX or NZX.

9.2 Process for Requesting an Exemption

A Restricted Person may request the Chairman to grant an exemption by submitting a signed and completed **Request to deal in Downer securities** to the Company Secretary by email to [\[Note: the internal email address is removed from the website copy of this document\]](#).

A Restricted Person must not deal in the Company's Securities until they receive confirmation from the Company Secretary (or an authorised delegate) that the Chairman has granted an exemption.

The Company Secretary (or their authorised delegate) will normally respond to requests within two business days.

Exemptions are only valid for the period noted in the response to the request and will lapse if the Restricted Person does not complete the notified transaction. If an exemption has lapsed, a Restricted Person must submit a new signed and completed **Request to deal in Downer securities** to the Company Secretary by email to [\[Note: the internal email address is removed from the website copy of this document\]](#).

10 NOTIFICATION OF DEALING

10.1 Notice of Dealing by Restricted Persons

Restricted Persons must submit a signed and completed **Notice of dealing in Downer securities** to the Company Secretary (by email to [*Note: the internal email address is removed from the website copy of this document*]) before 5:00pm on the second day after they deal in the Company's Securities.

10.2 Notification to the ASX and NZX of a Change in a Director's Interests

If a Director deals in the Company's Securities, they must complete and sign the relevant Appendix 3X, Appendix 3Y or Appendix 3Z and submit it to the Company Secretary (by email to [*Note: the internal email address is removed from the website copy of this document*]) before 5:00pm on the second day after they deal in the Company's Securities.

11 RESPONSIBILITIES UNDER THIS SECURITIES TRADING POLICY

11.1 Employees and Contractors

Every Director, employee and contractor of the Company is responsible for ensuring that they:

- understand and comply with this Securities Trading Policy;
- do not engage in insider trading;
- where relevant, only deal in the Company's securities if they have been granted appropriate approval; and
- do not disclose any confidential or Price Sensitive Information to any unauthorised person.

11.2 Company Secretary

The Company Secretary is responsible for:

- ensuring that Directors and employees of the Company are aware of and understand this Securities Trading Policy;
- receiving, processing and retaining copies of all submitted **Requests to deal in Downer securities**;
- receiving, processing, approving and retaining copies of all submitted **Requests to deal in Downer securities**;
- receiving and retaining copies of all submitted **Notices of dealing in Downer securities**; and
- receiving and lodging with the ASX and NZX all Appendix 3X, Appendix 3Y or Appendix 3Z forms provided by Directors.

11.3 Chairman

The Chairman is responsible for granting (on a discretionary basis) exemptions to the prohibition on dealing in the Company's Securities during a Closed Period.

12 REFERENCED & ASSOCIATED DOCUMENTS

GROUP DOCUMENTS

FORM

Notice of dealing in Downer securities

Request to deal in Downer securities

REGISTERS

Downer Group Definitions Register

LEGISLATIVE REQUIREMENTS

Corporations Act 2001 (Cth)

OTHER

ASX Corporate Governance Principles

ASX Listing Rules

NZX Listing Rules