

Corporate Governance

for the year ended 30 June 2025

Overview

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

- The Board is accountable to shareholders for the operations, performance and growth of the Company
- 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.

The Board endorses the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Principles).

Principle 1: Lay solid foundations for management and oversight

The Downer Board Charter sets out the functions and responsibilities of the Board and is available on the Downer website at www.downergroup.com.

The Board Charter states that the role of the Board is to provide strategic guidance and to effectively oversee management of the Company. Among other things, the Board is responsible for:

- Overseeing the Company, including its control and accountability systems
- Appointing and removing the Group CEO and senior executives
- Monitoring performance of the Group CEO and senior executives
- Reviewing, ratifying and monitoring systems of risk management and internal control, codes of conduct and legal compliance.

The Board Charter also describes the functions delegated to management, led by the Group CEO.

The primary goal set for management by the Board is to focus on enhancing shareholder value, which includes responsibility for Downer's economic, environmental and social performance.

The Group CEO is responsible for the day-to-day management of Downer with authority to act delegated and authorised by the Board. Before appointing a Director or senior executive, the Board undertakes appropriate checks.

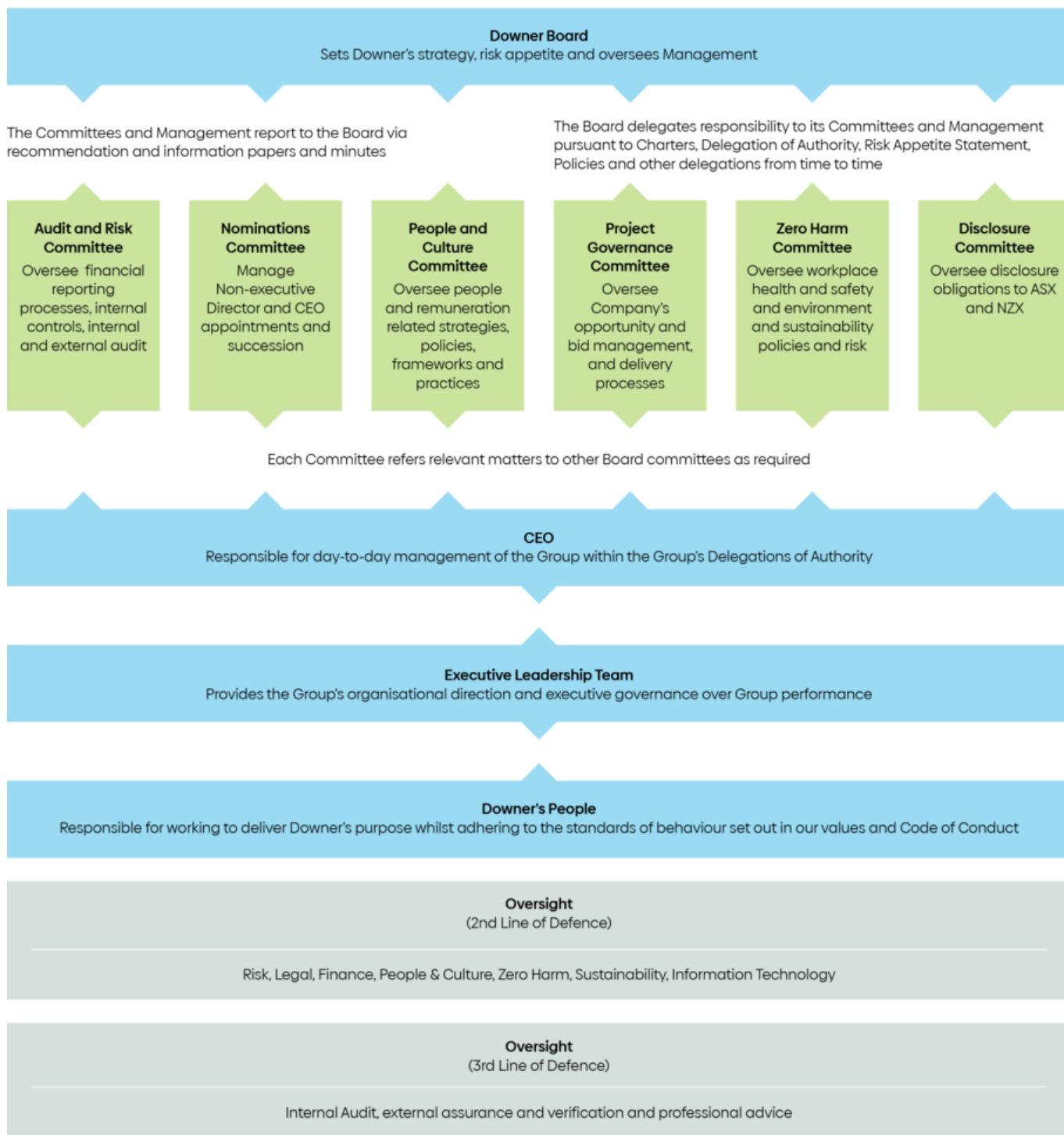
The Board provides shareholders with all material information which is relevant to the decision to elect or re-elect a Director. Directors receive formal letters of engagement setting out the key terms, conditions and expectations of their engagement.

As part of its commitment to leading corporate governance practice, the Board undertakes improvement programs, including externally facilitated periodic reviews of its performance and effectiveness, and that of its Committees and Directors. The last review was completed during FY25. The review included consideration of the skills and knowledge of Directors, the role of the Board and its Committees and their effectiveness, the role of management and relationship with the Board and the effectiveness of the Board's governance framework and processes.

The Company Secretary is responsible for supporting the effectiveness of the Board and is directly accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

Downer has written employment agreements with each of its senior executives and the performance of those senior executives is regularly reviewed against appropriate measures, including performance targets linked to the business plan and overall corporate objectives. In 2025, Downer's senior executives participated in periodic performance evaluations where they received feedback on progress against these targets.

Details of Downer's Directors and the Executive Leadership Team are available on the Downer website at www.downergroup.com.



Further information on Downer's approach to risk management can be found on page 43.

Inclusion and Belonging at Downer

Downer is committed to a diverse and inclusive workforce, which fulfils the expectations of its employees, customers and shareholders while building a sustainable future for its business. This is formalised through the Downer Inclusion & Belonging (I&B) Policy which outlines the Company's commitment to developing a diverse and inclusive workforce.

The I&B Policy is available on the Downer website at www.downergroup.com.

ASX diversity recommendations – diversity statement

This diversity statement outlines Downer's performance throughout 2025 with respect to its broader diversity program, but with a particular focus on gender, and specifically includes:

- Details of Downer's key gender representation metrics
- An overview of the gender diversity initiatives undertaken by Downer throughout 2025
- An outline of Downer's measurable gender diversity objectives for 2025.

Gender representation metrics

As of 30 June 2025, Downer's female gender representation metrics were as follows:

Board	43 %
Senior Executive ¹	27 %
Management ²	23 %
Workforce	27 %

1. For present purposes, 'Senior Executive' refers to CEO, KMP and Other Executives/General Managers as defined in the Workplace Gender Equality Agency Reference Guide to the workplace profile and reporting questionnaire (WGEA Reference Guide).
2. For present purposes, 'Management' refers to Senior Managers and Other Managers as defined in the WGEA Reference Guide.

Looking back 2025 measurable object

Focus areas	Objective	FY25 Targets	FY25 Initiatives	FY25 Outcomes
Inclusion and Belonging Guiding Frameworks	Continue to drive Inclusion & Belonging as a key focus for the organisation to support Downer culture and an inclusive workplace, identifying initiatives that create sustainable change.	Own Different Inclusion & Belonging Strategy and Action Plan reset for FY25-27	Update I&B Strategy & Plan and identifying key Group initiatives that support the three focus areas – Inclusion, Gender and Indigenous (Aboriginal, Torres Strait Islander and Māori peoples).	Inclusion & Belonging Strategy and Action Plan 2024-2026 was developed and launched to the business on 1 November 2024 with targeted initiatives focused on Gender, Indigenous (Aboriginal, Torres Strait Islander and Māori) and Inclusion (LGBTQIA+, Cultural and Linguistic, Generational, Disability, Neurodiversity).
		The Downer Difference is embedded in the organisation	Full rollout of the project and communication plan for The Downer Difference across the organisation to support culture transformation.	The Downer Difference campaign has been implemented in four structured phases to support the Company's culture transformation objectives. Initial prelaunch activities focused on content development, internal alignment, and leadership readiness. The subsequent awareness and launch phases utilised a multi-channel strategy to reach across the entire workforce. Key messages were delivered through senior leadership forums, digital channels, physical collateral, and narrative storytelling.
		The Downer Difference is embedded in the organisation with >80% of the workforce having at least one touchpoint of exposure		Employee engagement was facilitated through leader-led cascades, team discussions, and consistent deployment of campaign materials. In FY25, communication efforts have shifted towards embedding the culture, with a continued emphasis on storytelling, integration into leadership forums, Company-wide events, and CEO-led recognition.
				The campaign has created a strong platform for sustained cultural reinforcement and is contributing to measurable shifts in behaviour and engagement across the organisation.
			Design and development of the annual CEO Awards for launch July 24 recognising and reinforcing the three culture focus areas	The CEO Awards were launched in early 2025, following implementation of the BU Recognition Programs. Nominations closed at the end of May and winners were announced in July 2025.
			Design and development of the Family Scholarships program for launch Q1 FY25.	Downer Family Scholarships launched in October 2024, and 20 students (four per each BU and Group) were awarded a \$5,000 scholarship for tertiary studies across AU and NZ.
			Relaunch of Own Career – Own Performance and Own Development framework for salaried employees – a Company-wide approach to performance management with the aim of >80% of the salaried workforce completing the full performance management cycle.	Own Career was launched in July 2024 as our new enterprise performance management and career development framework. Since launch, over 5,600 employees have accessed the new online platform to initiate their performance conversations.

Focus areas	Objective	FY25 Targets	FY25 Initiatives	FY25 Outcomes
			Design and develop Downer's Employee Value Proposition articulating our culture, employee benefits and career opportunities to improve attraction, retention and employee engagement across all demographics.	<p>The Downer intranet and website were refreshed in late 2024 to better communicate The Downer Difference, showcase career opportunities, and highlight employee benefits. Benefit content was tailored to employee personas and lifecycle stages and integrated into HRCore to improve engagement during pre-boarding and onboarding.</p> <p>The full EVP project is part of the People Strategy Year 2 initiatives.</p>
	Create a welcoming and safe environment for all employees who identify as lesbian, gay, bisexual, transgender, intersex, queer, asexual and other diverse genders, sexes, and sexualities.	Increase confidence of employees to identify and/or actively support LGBTQIA+, evidenced through increased participation and allyship of network group(s)	Launch an LGBTQIA+ employee network across the whole of Downer, targeting 200 members initially with growing participation year on year.	<p>StandOut Global launched in February 2025 as part of Downer's Summer of Pride celebrations. The Executive Sponsor for this Employee Network is Nicola Dorling. The Chair and Deputy Chair of the Governance Committee have been appointed. The first meeting with the Committee was held at the end of June 2025 and focused on formalising the network's annual strategy and action plan.</p> <p>StandOut Aotearoa continues to provide a supportive environment for Rainbow community members based in New Zealand promoting education and awareness throughout the organisation. Early in FY25, the 'Check your language' campaign was launched to encourage thoughtful language choices, featuring a video with StandOut members and allies sharing personal stories about the impact of language. Downer also celebrated the second annual Summer of Pride, uniting teams across Australia and New Zealand with events like Pride marches, office decorations, and workplace activities to support LGBTQIA+ employees.</p> <p>StandOut Aotearoa also held their annual forum, participated in the Wellington Pride Parade as a main sponsor, and proudly displayed vibrant Summer of Pride-branded Fleet vehicles to promote inclusivity and allyship.</p>

Focus areas	Objective	FY25 Targets	FY25 Initiatives	FY25 Outcomes
Aboriginal, Torres Strait Islander and Māori peoples	<p>Develop and lead an Employment Program for Aboriginal and Torres Strait Islander peoples at Downer.</p> <p>Partner with Indigenous businesses to build relationships, promote Best Practice procurement and increase supplier diversity.</p> <p>Streamline data collection and reporting and promotion of ISG Strategy, outcomes and metrics internally and externally.</p>	3% Aboriginal and Torres Strait Islander employees	<p>Development of a framework that supports the employment of Aboriginal & Torres Strait Islander peoples at Downer. The Downer Indigenous Employment Programme (DIEP) will provide Business Units central resources and tools to support talent acquisition, onboarding, career development, mentoring and retention, with the aim of achieving the 3% target by 2026.</p> <p>Establishment of an Indigenous Employee Network that supports the engagement and connection of our Aboriginal & Torres Strait Islander peoples at Downer, with growing participation year on year.</p> <p>Implementation of our new Reconciliation Action Plan for 2024 – 2026, outlining new initiatives and commitments to continue Downer’s support and impact on Aboriginal and Torres Strait Islander peoples, communities, and businesses, with a strong focus on strengthening Downer’s position as an employer of choice to attract, develop and retain Aboriginal and Torres Strait Islander peoples. To achieve delivery of the RAP commitments by 2026.</p> <p>Development of mutually beneficial engagement plans that leverage key partnerships with Aboriginal & Torres Strait Islander organisations including STARS Foundation, Cowboys House and Kinaway.</p>	<p>The program was rebranded from Program to Pathways, with updated wording and design to improve clarity and engagement. Central resources and tools were developed to support implementation, including:</p> <ul style="list-style-type: none"> ■ Recruitment guide ■ Traineeship and apprenticeship guide ■ School-based traineeship guide ■ Website resources for Indigenous business hubs and national apprenticeship providers ■ Protocols for engaging Traditional Owners to support learning through land surveys. <p>The SharePoint Hub had a soft launch to the business at the end of June 2025, with further resources to be added over time.</p> <p>This initiative has been deferred to FY26, pending the refocus of the RAP Working Group. A new ELT Sponsor will join the Group in June 2025 to support its renewed direction.</p> <p>Downer launched its new Innovate RAP in late 2024, with 24% of actions completed to date. Some key initiatives delivered to date include promoting reconciliation through social media, policy reviews, cultural awareness training, signage acknowledging Country, and engagement with Traditional Custodians. The RAP Working Committee continues to meet regularly, with ongoing efforts to track impact, celebrate significant cultural dates, and build pathways for Aboriginal and Torres Strait Islander participation in the workforce.</p> <p>In 2024, Downer participated in the Stars forums in Townsville and Darwin, engaging senior students through interview-style speed sessions. Local job vacancies were shared, and expressions of interest in applying were invited. A presentation on career opportunities at Downer was also delivered.</p> <p>All other partners were engaged throughout the year in various capacities, so there is continued collaboration and alignment with the RAP.</p>

Focus areas	Objective	FY25 Targets	FY25 Initiatives	FY25 Outcomes
			Design and roll-out anti-racism learning module across the company, targeting > 80% of the workforce completing the appropriate training.	An anti-racism eLearning module was developed and rolled out during National Reconciliation Week - 27 May to 3 June 2025.
	Māori development programs	Continue to deliver the current Māori Leadership Development program, Te Ara Whanake, Te Hā (wāhine leadership only) and Te Ara Whanake Ake (Senior Māori leadership program) and Te Ara Māramatanga.	Continue to deliver Downer's Māori leadership development program, Te Ara Whanake, Te Hā (wāhine leadership only) and Te Ara Whanake Ake (Senior Māori leadership program). Maintaining year on year participant numbers. Continue to deliver the Te Ara Māramatanga program to non-Māori leaders, which provides a deeper understanding of the Te Ao Māori (Māori worldview), Tikanga and protocols through noho-mare immersion. Maintaining year on year participation numbers.	The team have continued to deliver programs across the New Zealand business with the following outcomes: <ul style="list-style-type: none"> ■ 33 Graduates for Te Ara Whanake ■ 14 Graduates from Te Hā ■ 57 Graduates from Te Ara Māramatanga Two further Te Ara Māramatanga programs with 40 participants were held in May and June 2025.
			Attendance required from our Australian-based leaders responsible for trans-Tasman responsibility, where/when possible.	Five attendees from Australia participated in the Te Ara Māramatanga program in FY25.
Gender Diversity	To improve opportunities for women to reach their potential through an inclusive work environment while positioning Downer Group as a preferred employer for women.	40% women in the workforce by 2026; 25% women in management positions by 2026; and 28% women in executive positions by 2026.	Continue to refresh and refine Thrive program – our personal and professional growth program to support women in Downer. Achieving >80% satisfaction from participants	91 women completed the Thrive program in December 2024. The Thrive program has undergone a significant review and refresh for 2025 and beyond. The refreshed program focuses on three core areas: leading self, leading the business and leading others. 94 female participants commenced the program in April 2025. In addition to Thrive, a virtual early career program has been developed – Emerging Leaders Program – to address capability and development needs for early career employees who are not yet Leaders. ELP focus on 'leading self'. 41 female participants commenced the program in May 2025.

Focus areas	Objective	FY25 Targets	FY25 Initiatives	FY25 Outcomes
			Continue to deliver Sexual Harassment training to build knowledge and awareness of bullying and sexual harassment in the workforce, targeting >80% of the workforce completing the appropriate training.	83% of CEO-1 to CEO-3 cohort completed Leadership Essentials for Preventing Sexual Harassment training.
			Launch the Executive Mentoring Program for Women at CEO-2 and 3 and develop ongoing framework that supports the second year of the program for FY26. Targeting >80% satisfaction from mentee and mentors.	The Executive Mentoring Program launched in July 2024 with 13 high-potential senior women at the CEO-2 and CEO-3 levels. All bi-monthly sessions have been delivered as scheduled, and the six-month review reported high satisfaction from both mentors and mentees. Planning is now underway for the next cohort.
			Build on the launch of the EmpowHER network with scheduled events and connection to drive engagement of women at Downer, maintaining year on year increase on membership and participation in events.	EmpowHER has grown to over 600 members and allies across Downer. Quarterly online events have maintained strong engagement, with a focus on personal branding, professional development, and career growth. A one-year milestone was celebrated on International Women's Day 2025.
			Implement recruitment targets to promote the employment of women across all levels of the organisation, including but not limited to: <ul style="list-style-type: none"> ■ 50% shortlist representation for management and professional roles ■ 30% shortlist targets for frontline Graduate and Apprenticeship roles and professional Graduate roles. 	Engagement with P&C and Recruitment Leads is underway to support the implementation of recruitment targets from July 2025. Limited visibility of gender data in HRCore presents challenges during shortlisting, reinforcing the need for targeted sourcing strategies to attract women and meet recruitment objectives.

Looking ahead: 2026 measurable objectives

Focus areas	Objective	FY26 Targets	FY26 Initiatives
Inclusion	Continue to drive Inclusion & Belonging as a key focus for the organisation to support Downer culture and an inclusive workplace, identifying initiatives that create sustainable change.	The Downer Difference is embedded in the organisation with >80% of the workforce having at least one touchpoint of exposure.	<p>On-going embedding of The Downer Difference through sustaining a multi-channel communication approach that reinforces key cultural behaviours through leadership engagement, storytelling, digital platforms, and integration into core business activities.</p> <p>Announce the inaugural CEO Awards recipients and promote their stories across internal communication channels to drive visibility and engagement with the recognition program across all business units.</p> <p>Undertake the Family Scholarships program for its second year, supporting the educational development of future leaders within our communities. This initiative reinforces The Downer Difference by demonstrating our commitment to people, family, and long-term community impact.</p>
	Create a welcoming and safe environment for all employees who identify as lesbian, gay, bisexual, transgender, intersex, queer, asexual and other diverse genders, sexes, and sexualities.	Increase confidence of employees to identify and/or actively support LGBTIQ+, evidenced through increased participation and allyship of the network group(s).	Expand the StandOut Global Network across Downer by increasing membership and delivering targeted events and engagement activities aligned with the network's strategic annual plan.

Focus areas	Objective	FY26 Targets	FY26 Initiatives
Aboriginal, Torres Strait Islander and Māori peoples	Develop and lead an Employment Program for Aboriginal and Torres Strait Islander peoples at Downer.	3% Aboriginal and Torres Strait Islander employees	Promote the framework that supports the employment of Aboriginal and Torres Strait Islander peoples at Downer, with a focus on increasing awareness among hiring managers and recruiters of the available resources, including, centralised resources, tools and support for talent acquisition, onboarding, career development, mentoring, and retention.
	Streamline data collection and reporting and communication of ISG Strategy, outcomes and metrics internally and externally.		Establish an Indigenous Employee Network to foster connection, engagement, and cultural support for Aboriginal and Torres Strait Islander employees at Downer, with a focus on growing participation year on year.
	Partner with Indigenous businesses to build relationships, promote Best Practice procurement and increase supplier diversity.		Develop engagement plans that leverage strategic partnerships with Aboriginal and Torres Strait Islander organisations, including the Stars Foundation, Cowboys House, and Kinaway, to support shared outcomes in education, employment, and community development.
	Māori development programs.		<p>On-going delivery of Downer's Māori leadership development program, Te Ara Whanake. This is in conjunction with our Te Whanake Timatanga program, whereby we have 70 Māori employees completing their NZQA Level 4 and above qualifications (Inclusive of Degrees). 32 of these employees will complete Te Ara Whanake.</p> <p>Continue to deliver the Te Ara Māramatanga program to non-Māori leaders, which provides a deeper understanding of the Te Ao Māori (Māori worldview), Tikanga and protocols through noho-mare immersion. Maintaining year on year participation numbers.</p> <p>Attendance encouraged from our Australian-based leaders responsible for trans-Tasman responsibility, where/when possible.</p>

Focus areas	Objective	FY26 Targets	FY26 Initiatives
Gender Diversity	To improve opportunities for women to reach their potential through an inclusive work environment while positioning Downer Group as a preferred employer for women.	<p>40% women in the workforce by 2027;</p> <p>25% women in management positions by 2027; and</p> <p>28% women in executive positions by 2027.</p> <p>40% women Directors on the Board.</p> <p>These targets will be reviewed during FY26.</p>	<p>Refine and deliver the Thrive program as Downer's dedicated leadership development program for women, supporting personal and professional growth. The program will be continuously refined to maintain relevance and effectiveness, with a target of achieving over 80% participant satisfaction.</p> <p>Continue to deliver Sexual Harassment training to build knowledge and awareness of bullying and sexual harassment in the workforce.</p> <p>Deliver another round of the Executive Mentoring Program for Women, targeting CEO-2 and CEO-3 level leaders, as well as high-potential women identified as successors. The program is designed to support the development and advancement of senior female leaders and reinforces Downer's commitment to increasing gender representation in senior leadership. The initiative aims to achieve over 80% satisfaction from both mentees and mentors.</p> <p>Focus on growing the EmpowHER network in alignment with its strategic annual plan, delivering scheduled events and initiatives that foster connection and engagement among women at Downer. The program aims to maintain year-on-year increases in membership and participation.</p> <p>Implement recruitment targets to promote the employment of women across all levels of the organisation, including but not limited to:</p> <ul style="list-style-type: none"> ■ 50% shortlist representation for management and professional roles ■ 30% shortlist targets for frontline Graduate and Apprenticeship roles and professional Graduate roles. <p>Maintain a commitment to achieving a target of 40% female representation in the annual cohorts of Downer's enterprise-wide leadership programs. Establish and implement regular reporting mechanisms to track progress.</p>

Principle 2: Structure the Board to be effective and add value

Throughout the 2025 financial year, the Board was comprised of a majority of independent Directors.

The Board is currently comprised of the Chair (Mark Menhinnitt, an independent, Non-executive Director), five other independent, Non-executive Directors and an Executive Director (the Group CEO, Peter Tompkins). Details of the members of the Board, including their skills, experience, status and their term of office are set out in the Directors' Report on pages 20 to 23 and are also available on the Downer website at www.downergroup.com.

The composition of the Board is reviewed and assessed by the Nominations Committee so that the Board is of a composition, size and commitment to effectively discharge its responsibilities and duties.

Directors are required to bring their independent judgement to bear on all Board decisions. To facilitate this, it is Downer's policy to provide Directors with access to independent professional advice at the Company's expense in appropriate circumstances.

Downer's Non-executive Directors recognise the benefit of conferring regularly without management present, and they do so at various times throughout the year.

The Board considers that an independent Director is a Non-executive Director who is not a member of management and who is free of any business or other relationship that could (or could reasonably be perceived to) materially interfere with the independent exercise of their judgement.

The Board regularly assesses the independence of each Director so that each Director has the capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of Downer as a whole.

Downer's governance framework requires each Director to promptly disclose actual and possible conflicts of interest, any interests in contracts, other directorships or offices held, related party transactions and any dealing in the Company's securities.

At least one Director must retire from office at each Annual General Meeting (AGM). No Non-executive Director can serve more than three years without offering themselves for re-election.

The Chair of the Board is an independent, Non-executive Director. The Chair is responsible for the leadership of the Board and for the efficient organisation and functioning of the Board.

The Chair is appointed by the Board so that a high standard of values, governance and constructive interaction is maintained.

The Chair facilitates the effective contribution of all Directors and promotes constructive and respectful relations between Directors and the Board and management. The Chair also represents the views of the Board to Downer's shareholders and conducts the AGM.

The roles of Chair and Group CEO are not exercised by the same person and the division of responsibilities between the Chair and the Group CEO have been agreed by the Board and are set out in the Board Charter and Downer's Delegations Policy.

The Board has established a number of committees to assist the Board to effectively and efficiently execute its responsibilities. A list of the Board Committees and their current membership is set out in the table below.

Board Committee	Chair	Members
Audit and Risk	Peter Barker	Teresa Handicott Adelle Howse Steven MacDonald
Nominations	Mark Menhinnitt	Peter Barker Sheridan Broadbent Teresa Handicott Adelle Howse Steven MacDonald
People and Culture	Adelle Howse	Peter Barker Sheridan Broadbent Mark Menhinnitt
Project Governance	Steven MacDonald	Peter Barker Sheridan Broadbent Mark Menhinnitt Peter Tompkins
Zero Harm	Sheridan Broadbent	Teresa Handicott Steven MacDonald Mark Menhinnitt Peter Tompkins

The names of members of each Committee, the number of meetings and the attendances by each of the members of the various committees to which they are appointed is set out in the Directors' Report on page 53.

The role of the Audit and Risk Committee is set out under Principle 7 on page 252 of this statement.

The Board has established the Nominations Committee to oversee the practices for selection and appointment of Directors of the Company.

The Nominations Committee's primary purpose is to support and advise the Board on fulfilling its responsibilities to shareholders so that the Board is comprised of individuals who are best able to discharge the responsibilities of Directors having regard to the law and leading governance practice.

The Nominations Committee has a charter which sets out its roles and responsibilities, composition, structure, membership requirements and the procedures for inviting non-committee members to attend meetings.

The Nominations Committee Charter gives the Nominations Committee access to internal and external resources, including advice from external consultants and specialists. The Nominations Committee Charter is available on the Downer website at www.downergroup.com.

The Nominations Committee, all members of which are independent Directors, is chaired by an independent Director and has a minimum of three members.

The Committee's responsibilities include:

- Assessing the skills and competencies required on the Board
- Assessing the extent to which the required skills are represented on the Board
- Establishing processes for the review of the performance of individual Directors, Board Committees and the Board as a whole
- Establishing processes for identifying suitable candidates for appointment to the Board (including undertaking a formal due diligence screening process)
- Recommending the engagement of nominated persons as Directors.

When appointing Directors, the Nominations Committee aims for an appropriate balance of skills, experience, expertise and that diversity is represented on the Board. This may result in a Non-executive Director with a longer tenure remaining in office to bring that experience and depth of understanding to matters brought before the Board.

Given the breadth of Downer's service offerings across a range of markets, the Board seeks to maintain an appropriate range of technical skills and executive experience across engineering and construction disciplines as well as services activities, and professional services when considering the appointment of a new Director.

Downer's Board renewal program is ongoing. The Board identified operational and technical expertise in the public sector, financial accounting and legal expertise as well as experience in senior executive roles as key skills required for the future.

Peter Barker joined the Board as a Director on 1 July 2024. Mr Barker is an experienced Non-executive Director and senior executive with experience in finance, risk management, corporate structuring including mergers, acquisitions and divestments, and systems transformation in complex multi-jurisdictional environments in the engineering, services and technology sectors.

On 20 June 2025, the Company also announced that as part of the Board's ongoing renewal process, the retirement of Teresa Handicott and the appointments of Kerry Gleeson and Annette Carey as independent Non-Executive Directors, effective 1 September 2025 and 1 November 2025 respectively.

Kerry 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 nine years.

Annette 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.

Nicole Hollows retired as a Director effective 15 November 2024.

From time to time, Downer engages external specialists to assist with the selection process as necessary, and the Chair, Board and Group CEO meet with candidates as part of the appointment process.

Nominations for re-election of Directors are reviewed by the Nominations Committee and Directors are re-elected in accordance with the Downer Constitution and the ASX Listing Rules.

The role of the People and Culture Committee is set out under Principle 8 on page 253 of this statement.

The Project Governance Committee’s primary purpose is to approve tender opportunities that are above defined value and risk thresholds at defined stage gates (pursue, prepare, submit tender and execute contract) and monitor overall performance of the portfolio of projects. The Committee is chaired by an independent Director and comprises five members, including the Group CEO.

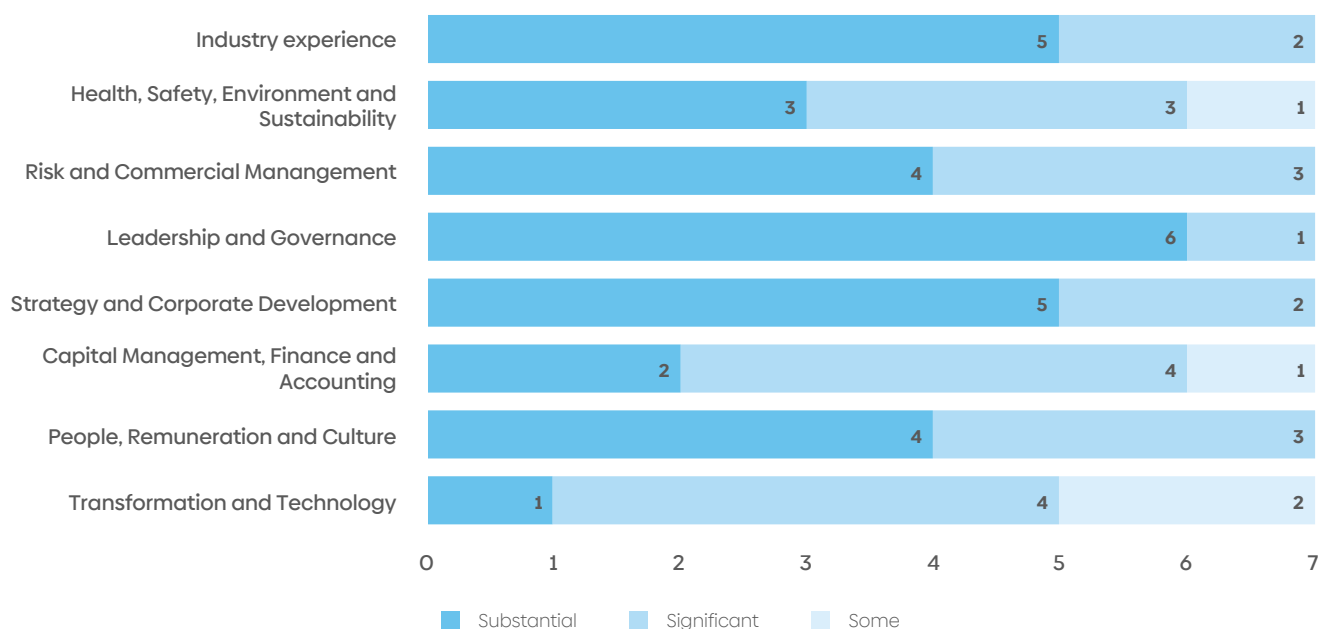
The Zero Harm Committee’s purpose is to assist the Board in its oversight of the Company’s compliance with its health, safety, environment and sustainability commitments, including Zero Harm, and its legal and regulatory obligations.

The Company has formal induction procedures for Directors. These induction procedures have been developed to enable new Directors to gain an understanding of:

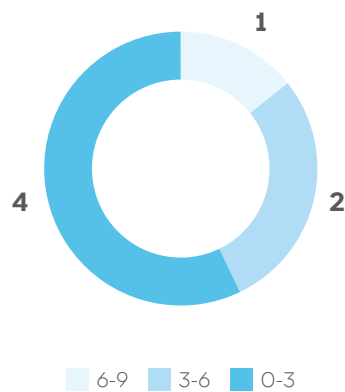
- Downer’s financial position, strategies, operations and risk management policies
- The respective rights, duties and responsibilities and roles of the Board and senior executives
- Downer’s culture and values.

The chart below illustrates the balance achieved with the current Board composition. The Company recognises the value of diversity which has been a component of the appointment process for many years.

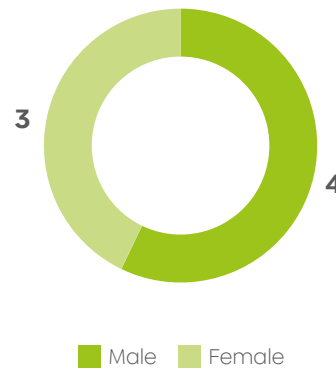
Skills



Tenure (years)



Gender Diversity



Directors are given an induction briefing by the Company Secretary and induction materials containing information about Downer and its business, Board and Committee charters and Downer Group policies. New Directors also meet with key senior executives to gain an insight into the Company's business operations and the Downer Group structure.

Directors are encouraged to continually build on their exposure to the Company's business and a program of Director site visits has been in place since 2009. Directors are also encouraged to attend appropriate training and professional development courses to update and enhance their skills and knowledge and regular governance and other continuing education sessions are organised for the Board.

The Board is provided with the information it needs to discharge its responsibilities effectively. The Directors also have access to the Company Secretary for all Board and governance-related issues and the appointment and removal of the Company Secretary is determined by the Board. The Company Secretary is accountable to the Board, through the Chair, on all governance matters.

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

Downer's Purpose is to enable communities to thrive, and Downer's Promise is that our customers' success is our success. Downer's Purpose and Promise are founded on the Pillars of Safety and Sustainability, Delivery, Relationships and Thought Leadership and define the way it manages its business and are the foundations that support Downer's culture. An overview of the Purpose, Promise and Pillars can be found on the Downer website at www.downergroup.com.

Downer strives to attain the highest standards of behaviour and business ethics when engaging in corporate activity. Downer's Standards of Business Conduct sets the ethical tone and standards of the Company and deals with matters such as:

- Compliance with the letter and the spirit of the law
- Workplace behaviour
- Prohibition against bribery and corruption
- Protection of confidential information
- Engaging with stakeholders
- Human Rights
- Workplace safety
- Inclusion and belonging
- Sustainability
- Conflicts of interest.

Downer has a formal whistleblower policy and procedures for reporting and investigating breaches of the Standards of Business Conduct. This includes the Our Voice service, an external and independent reporting service which enables employees, contractors, suppliers, consultants, or service providers to anonymously report potential breaches of the Standards of Business Conduct, including misconduct or other unethical behaviour. Reports received through Our Voice are investigated where appropriate, with senior leaders overseeing the completion of any remedial action. The Board is informed of material breaches of the Standards of Business Conduct through reporting of incidents reported under the whistleblower policy, investigations of allegations of fraud and breaches of Downer's Zero Harm Cardinal Rules.

The Standards of Business Conduct applies to all officers and employees and is available on the Downer website at www.downergroup.com.

Downer endorses leading governance practices and has in place policies setting out the Company's approach to various matters, including:

- Securities trading (stipulating 'closed periods' for designated employees and a formal process which employees must adhere to when dealing in securities)
- The Company's disclosure obligations (including continuous disclosure)
- Communicating with shareholders and the general investment community
- Privacy.

Downer has an Anti-Bribery and Corruption Policy which expands upon the prohibition against bribery and corruption currently contained in the Standards of Business Conduct, and which addresses key issues such as working with government, political donations and gifts and benefits.

The Board is informed of material breaches of the Anti-Bribery and Corruption Policy.

As Downer has operations in foreign jurisdictions, Downer employees are confronted by the challenges of doing business in environments where bribery and corruption are real risks.

However, regardless of the country or culture within which its people work, Downer is committed to compliance with the law, as well as maintaining its reputation for ethical practice.

All employees receive training on the Standards of Business Conduct, Downer's Purpose, Promise and Pillars, workplace behaviour and Zero Harm on commencement of employment as well as routine refresher training thereafter. Further specific training is also provided depending on the function of particular roles.

These policies are available on the Downer website at www.downergroup.com.

Principle 4: Safeguard the integrity of corporate reports

The Company has in place a structure of review and authorisation which independently verifies and safeguards the integrity of its financial reporting.

An external limited assurance engagement is performed on selected sustainability information in Downer's Annual Sustainability Report and Climate Statement. Downer also follows a comprehensive internal verification process to provide assurance over the integrity of the Sustainability Report and other periodic corporate reports which are not audited or reviewed by the external auditor, including the Directors' Report and Climate Statement, Corporate Governance Statement, and Information for Investors. This process involves review of reporting by relevant subject matter experts across the organisation so that it is materially accurate, balanced and provides investors with appropriate information.

The Audit and Risk Committee assists the Board to fulfil its responsibilities relating to:

- The quality and integrity of the accounting, auditing and reporting practices of the Company with a particular focus on the qualitative aspects of financial reporting to shareholders
- The Company's risk profile and risk policies
- The effectiveness of the Company's system of internal control and framework for risk management.

The Audit and Risk Committee is structured so that it:

- Consists of only Non-executive Directors
- Consists of a majority of independent Directors
- Is chaired by an independent Chair (who is not the Chair of the Board)
- Has at least three members.

The Audit and Risk Committee comprises only independent Directors, includes members who are financially literate and has at least one member who has relevant qualifications and experience.

The Audit and Risk Committee Charter sets out the Audit and Risk Committee's role and responsibilities, composition, structure and membership requirements and the procedures for inviting non-committee members to attend meetings.

The Board receives assurances from the Group CEO and the Group CFO that the declarations provided to it in relation to the annual and half-year financial statements, in accordance with sections 295A and 303(4) of the *Corporations Act 2001* (Cth), are founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks. To support these declarations, management has established the Financial and Corporate Governance Self-Assessment (FCGSA) process, which involves the completion of an online survey by the key operational and functional executives of the Company, which covers accounting and financial matters, fraud, policy compliance and Zero Harm, from which a summary of responses is provided to the Board and informs the declarations.

Downer's external auditor attends the Company's AGMs and is available to answer any questions which shareholders may have about the conduct of the external audit for the relevant financial year and the preparation and content of the Audit Report.

Information regarding the number of times the Audit and Risk Committee convened in FY25, together with the individual attendances of members at the meetings, is set out in the Directors' Report on page 53.

The Audit and Risk Committee Charter is available on the Downer website at www.downergroup.com.

Principle 5: Make timely and balanced disclosure

The Company's Communication and Continuous Disclosure Policy sets out processes which assist the Company so that all investors have equal and timely access to material information about the Company and that Company announcements are factual and presented in a clear and balanced way. It includes that new and substantive investor or analyst presentations are released on the ASX Market Announcements Platform ahead of the presentation.

A copy of the Communication and Continuous Disclosure Policy is available on the Downer website at www.downergroup.com.

The Communication and Continuous Disclosure Policy also sets out the procedures for identifying and disclosing material and market-sensitive information in accordance with the Corporations Act 2001 (Cth) and the ASX Listing Rules. The Board receives copies of all material market announcements promptly after they have been made.

Principle 6: Respect the rights of security holders

Downer empowers its shareholders by:

- Communicating effectively, openly and honestly with shareholders
- Giving shareholders ready access to balanced and understandable information about the Company and its governance
- Making it easy for shareholders to participate in general meetings
- Giving shareholders the option to receive communications from, and send communications to, the Company and its security registry electronically.

The Downer Communication and Continuous Disclosure Policy sets out the Company's approach to communicating with shareholders and is available on the Downer website at www.downergroup.com.

The Company publishes corporate information on its website (www.downergroup.com), including Annual and Half Year Reports, ASX announcements, investor updates and media releases.

Downer encourages shareholder participation at members' meetings through its use of electronic communication, including by making notices of meetings available on its website and audio-visual casting of general meetings and audio casting of significant Group presentations. All substantive resolutions at meetings of shareholders are conducted by poll.

The Directors and key members of management attend the Company's AGMs and are available to answer questions.

Principle 7: Recognise and manage risk

Downer's Audit and Risk Committee assists the Board in its oversight of Downer's risk profile and risk policies, the effectiveness of the systems of internal control and Risk Management Framework and Downer's compliance with

applicable legal and regulatory obligations. The Audit and Risk Committee Charter is available on the Downer website at www.downergroup.com.

Management reports regularly to the Audit and Risk Committee on the effectiveness of Downer's management of its material business risks and on the progress of mitigation treatments.

To mitigate the risks that arise through its activities, Downer has various risk management policies and procedures in place that cover (among other matters) interest rate management, foreign exchange risk management, credit risk management, tendering and contracting risk and project management.

Downer has controls at the Board, Board Committee, executive and business unit levels that are designed to safeguard Downer's interests and the integrity of reporting (including accounting, financial reporting, environmental and workplace health and safety policies and procedures). These controls are directed at compliance with legal and regulatory requirements, as well as community standards.

Downer has a Risk Management Framework in place to enable business risks to be identified, evaluated and managed.

The Board ratifies Downer's approach to managing risk and oversees Downer's Risk Management Framework, including the Group risk profile and the effectiveness of the systems being implemented to manage risk. The last review of the Risk Management Framework was completed in 2025. The Board reviews the Group risk profile twice each year and considers other risk matters, such as business resilience, tender review processes, risk appetite, and specific risk areas, on a regular basis, as well as regular reports from senior management, the internal audit team, and the external auditor.

Downer's annual Sustainability Report provides a detailed overview of Downer's approach to managing its environmental and social risks. The Sustainability Report is available on the Downer website at www.downergroup.com/sustainability.

The Company's internal audit function objectively evaluates and reports on the existence, design and operating effectiveness of internal controls. Downer's internal audit team is independent of the external auditor and reports to the Audit and Risk Committee.

Principle 8: Remunerate fairly and responsibly

The Board has established a People and Culture Committee and has adopted the People and Culture Committee Charter which sets out its role and responsibilities, composition, structure and membership requirements and the procedures for inviting non-committee members to attend meetings.

The People and Culture Committee is responsible for reviewing and making recommendations to the Board about:

- People, culture and conduct
- Talent management and succession
- Inclusion and belonging
- Executive remuneration and incentive policies
- The remuneration, recruitment, retention, performance measurement and termination policies and procedures for all senior executives reporting directly to the Group CEO
- Executive and equity-based incentive plans
- Superannuation arrangements and retirement payments.

Remuneration of the Non-executive Directors forms part of the responsibilities of the Nominations Committee.

Downer's remuneration policy is designed to motivate senior executives to pursue the long-term growth and success of the Company and prescribes a relationship between the performance and remuneration of senior executives.

The People and Culture Committee is structured so that it:

- Consists of a majority of independent Directors
- Is chaired by an independent Director
- Has at least three members.

The Executive Director is not a member of the People and Culture Committee.

The maximum aggregate fee approved by shareholders that can be paid to Non-executive Directors is \$2.4 million per annum.

This cap was approved by shareholders on 3 November 2022. Further details about remuneration paid to Non-executive Directors are set out in the Remuneration Report at page 111.

Retirement benefits, other than superannuation, are not paid to Non-executive Directors.

Non-executive Directors do not participate in any equity incentive schemes.

The remuneration structure for Executive Directors and senior executives is designed to achieve a balance between fixed and variable remuneration taking into account the performance of the individual and the performance of the Company. Executive Directors receive payment of equity-based remuneration as short-term and long-term incentives.

Executive Directors and senior executives are prohibited from entering transactions in associated products which limit the economic risk of participating in unvested entitlements under any of the Company's equity-based remuneration schemes, as set out in the Securities Trading Policy. A copy of the Securities Trading Policy is available on the Downer website at www.downergroup.com.

Further details about the remuneration of Executive Directors and senior executives are set out in the Remuneration Report at page 100 and details of Downer shares beneficially owned by Directors are provided in the Directors' Report at page 113.