

## Communication Policy

Level: Board  
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Version no: 2.0  
Effective: 30 July 2015  
Approved by: Board

- POLICY** The Company is committed to promoting effective communication with its shareholders and the general investment community.
- PURPOSE** The Board has established this Communication Policy to assist the Company and its authorised spokespersons to:
- communicate effectively with the Company's shareholders;
  - provide the Company's shareholders and the general investment community with access to balanced and clear information about the Company; and
  - encourage the Company's shareholders to participate in general meetings.
- SCOPE** The Board, the Committees and the Company.

### 1.0 DEFINITIONS

1.1 **ASX** means the Australian Securities Exchange.

**Authorised Spokesperson** means any or all of the following personnel: the Group CEO, Group Head of Corporate Affairs and Investor Relations and the Company's officers who have been designated as authorised spokespersons.

**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.

**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 the Company's securities are listed.

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

**Group CFO** means the Chief Financial Officer of the Company.

**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 many operations in Australia and in jurisdictions around the world. The Company's securities are listed on the ASX, with a secondary listing on the New Zealand securities exchange.

This Communication Policy has been developed to ensure that the Company respects the rights of its shareholders and facilitates the effective exercise of those rights by effectively communicating with shareholders and the general investment community in a clear and balanced way.

This Communication Policy must be read with the Company's *Disclosure Policy*.

### **2.2 Application**

This Communication 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.

All Directors, employees and contractors of the Company must understand their obligations under, and must comply with, this Communication Policy.

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

### **2.3 Contravention**

The Company considers contravention of this Communication 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 Communication Policy.

### **3.0 COMMUNICATING WITH SHAREHOLDERS**

#### **3.1 Annual general meetings**

The Company holds a general meeting every year around November and the Company encourages its shareholders to attend or participate by:

- a) determining the date and venue for each general meeting to allow a maximum number of shareholders to attend;
- b) sending to shareholders a notice of meeting which includes an explanatory memorandum providing information to help shareholders decide how to vote on items of business being considered at general meetings and a proxy form;
- c) scheduling time at each general meeting for shareholders to ask questions at the general meeting;
- d) ensuring representatives from its Senior Executives are present at general meetings; and
- e) webcasting general meetings.

The Company makes all information that is discussed during a general meeting, including presentations, and the results of general meetings, available on its website immediately after the general meeting.

#### **3.2 Annual reports**

The Company's annual report is an integral part of the Company's commitment to effectively communicate with its shareholders and the general investment community as it includes information about the Company's activities and performance over a financial year.

The Company provides its annual reports to the ASX and NZX and distributes copies of annual reports to all shareholders by email or mail. Shareholders may obtain hard copies of an annual report by request to the Company.

The Company makes its annual report available on the Company's website within one day of its release to the ASX and NZX.

#### **3.3 Periodic disclosure**

The Company is required to disclose certain financial and operational information at regular times during the financial year.

The Company makes all information that it discloses to the ASX, NZX and ASIC to satisfy its periodic disclosure obligations, including the annual report and half-yearly financial results, available on its website within one day of its release to the ASX and NZX.

### **3.4 Continuous disclosure**

The Company is required to disclose to the ASX and NZX 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 as soon as the Company becomes aware of that information (subject to some exceptions). The Company Secretary and the Disclosure Committee are responsible for these disclosures.

The Company makes all price sensitive information that it discloses to the ASX and NZX as part of its continuous disclosure obligations available on its website within one day of its release to the ASX and NZX.

More information about the Company's commitment to continuous disclosure can be found in the Company's *Disclosure Policy*.

### **3.5 Downer website**

The Company is committed to communicating with shareholders information about the Company, including financial information and business strategy, in an effective, clear and accessible manner.

To ensure the Company effectively communicates with its shareholders, the Downer website provides comprehensive information about the Company, including copies of all disclosures made to the ASX and NZX, annual report, corporate governance statements, copies or summaries of the Company's governance policies, press releases and Company publications.

## **4.0 COMMUNICATING WITH THE GENERAL INVESTMENT COMMUNITY**

### **4.1 Price sensitive information**

Directors, employees and contractors of the Company will not discuss any price sensitive information with any member of the general investment community unless that information has first been disclosed to the ASX and NZX in accordance with the Company's *Disclosure Policy*.

### **4.2 Investor days**

The Company holds an annual investor day during which investors and analysts have the opportunity to communicate feedback to the Company. All material to be discussed at the investor day is disclosed to the ASX and NZX before the start of the investor day program.

The Company makes all information that is discussed during investor days, including presentations, available on its website within one day of the investor day.

#### **4.3 Company briefings**

The Company regularly holds group and individual briefings for analysts, investors and the media to discuss information that has been announced to the market. Briefings are usually conducted by one of the Company's Authorised Spokespersons.

The Company makes all information that is discussed during a briefing, including presentations, available on its website within one day of the briefing.

#### **4.4 Analysts reports and forecasts**

The Company is not responsible for producing, and will not endorse, any reports or forecasts made by analysts about the Company. The Company will not provide forecast information to any person unless it has already been disclosed to the ASX or NZX.

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

#### **4.5 Media releases**

The Company makes announcements about matters relating to the Company via media releases. The Company will only publish a media release once any price sensitive information has first been disclosed to the ASX and NZX in accordance with the Company's *Disclosure Policy*.

The Company makes all its media releases available on its website.