



Modern Slavery Statement FY21



To meet our seven mandatory reporting criteria, our statement is structured across seven sections.

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Acknowledgement of Country

Downer acknowledges Aboriginal and Torres Strait Islander peoples as the First Australians and the Traditional Custodians across Australia.

We would like to acknowledge and pay our respects to the Elders of the past, present and future in maintaining the culture, country and their spiritual connection to the land.

REVISION TO MODERN SLAVERY STATEMENT FY21

This Modern Slavery Statement was revised 21 February 2022. The purpose of the revision was to correct the list of controlled entities of the Group reflected in Appendix A.

Chief Executive Officer Introduction



Downer is a people business. It is our employees, suppliers and subcontractors who deliver services for our customers – and these services enable the lives of millions of people every day.

People are the cornerstone of our success, and we are committed to respecting the human rights of all our employees – and every person within our supply chain.

We will not tolerate any form of human rights abuse, including modern slavery, in our operations and supply chain.

Downer believes our exposure to the risk of modern slavery in our supply chain is low, given 96 per cent of our \$8 billion supply chain spend in FY21 was in low risk countries.

Downer has designed and implemented a risk-based approach to managing modern slavery and is committed to continuously improving our processes. This includes engaging with our direct suppliers to educate, assess and encourage improvement in their own capacity to manage modern slavery risks within their broader supply chains.

This is Downer's second Modern Slavery Statement, which outlines the progress we have made to identify, mitigate and manage the risk of modern slavery in our operations and supply chain.

While we have made solid progress and improvements to our processes and procedures in FY21, we remain alert to the challenges and risks we face, and understand we must keep sight of current and evolving threats.

This statement was approved by the Board of Downer EDI Limited on 24 November, 2021

A handwritten signature in black ink, appearing to be 'GF', written over a faint grid background.

Grant Fenn
Downer Group Chief Executive Officer



Criteria A About our statement

This Modern Slavery Statement covers the activities of Downer EDI Limited (ABN 97 003 872 848) and its controlled entities, as informed by the Commonwealth Modern Slavery Act 2018, for the period 1 July 2020 to 30 June 2021 (FY21).

This Statement was approved by the Board of Downer EDI Limited on behalf of all the named reporting entities. The Statement has been signed by the Chief Executive Officer and Managing Director of Downer EDI Limited (see page 3)

A complete list of the controlled entities is set out in Appendix A.

Registered office and principal administration office:

Downer EDI Limited
Level 2, Trinitii III
Trinitii Business Campus
39 Delhi Road
North Ryde NSW 2113

Our approach

Downer has a rich history dating back over 150 years.

In that time, we have prided ourselves on upholding the highest ethical and social standards.

We reject any activities which may cause or contribute to forced or bonded labour, child labour, human trafficking, slavery, servitude, forced marriage or deceptive recruiting for labour or services (modern slavery).

We acknowledge the diverse nature of our supply chain and the challenges we face to make our supply chain visible. To mitigate these challenges, we will provide leadership through education, collaborate widely and establish a pathway of accountability for our organisation.



Criteria B Our structure, operations and supply chain

At Downer, our customers are at the heart of everything we do.

Our Purpose is to create and sustain the modern environment by building trusted relationships with our customers.

Our Promise is to work closely with our customers to help them succeed, using world-leading insights and solutions.

Downer designs, builds and sustains assets, infrastructure and facilities and we are the leading provider of integrated services in Australia and New Zealand.

Downer supports our customers through the full life of their assets – from initial feasibility and design through to production and operations and eventual decommissioning.

We build strong relationships of trust with our customers, truly understanding and predicting their needs and bringing them world-leading insights and solutions. We aim to employ the best people and bring thought leadership to each stage of the asset lifecycle as we support our customers to

plan, create and sustain

Downer is listed on the Australian Securities Exchange and New Zealand Stock Exchange as Downer EDI Limited (DOW).

+ 44,000

Downer employs more than 44,000 people primarily in Australia and New Zealand.

Our business is founded on four Pillars:

<p>Safety</p> <hr/> <p>Zero Harm is embedded in Downer’s culture and is fundamental to the company’s future success</p> 	<p>Delivery</p> <hr/> <p>We build trust by delivering on our promises with excellence while focusing on safety, value for money and efficiency</p>	<p>Relationships</p> <hr/> <p>We collaborate to build and sustain enduring relationships based on trust and integrity</p>	<p>Thought leadership</p> <hr/> <p>We remain at the forefront of our industry by employing the best people and having the courage to challenge the status quo</p>
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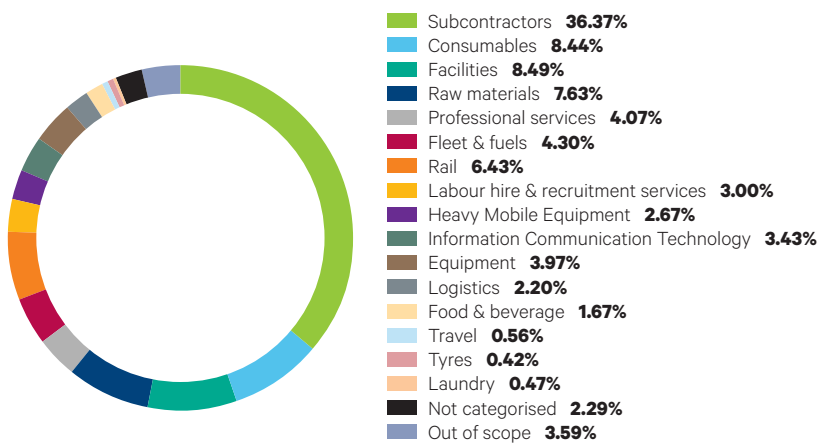
We rely on our suppliers and subcontractors to help us deliver services for our customers and maintain our reputation as an industry leader.

We expect our suppliers and subcontractors to comply with our standards and expectations on modern slavery.

In the 12 months ending 30 June 2021, Downer spent

> \$8 billion with more than **30,000** suppliers and subcontractors across our operations.

Percentage of spend by supplier category



Downer's supply chain is diverse and is made up of indirect and direct supply categories.


Indirect suppliers support our business to deliver services, while direct suppliers provide inputs to the products and services we deliver.

Examples of indirect supply include consumables, labour, vehicles, equipment, energy, waste, travel, logistics and IT equipment.

Examples of direct supply include raw materials to manufacture and supply bituminous products, rollingstock, rail systems, and telecommunications infrastructure.


A breakdown of Downer's FY21 supply chain spend appears on the left. An overview of Downer's operating structure is below and a full listing of Downer's solutions are on pages 8-9.

Downer Group




Transport

Road Services
Rail and Transit Systems
Infrastructure Projects



Utilities

Telecommunications
Water
Power & Gas

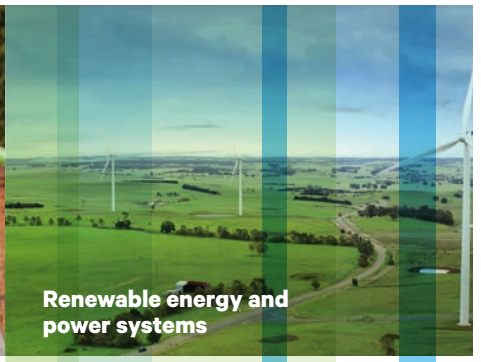
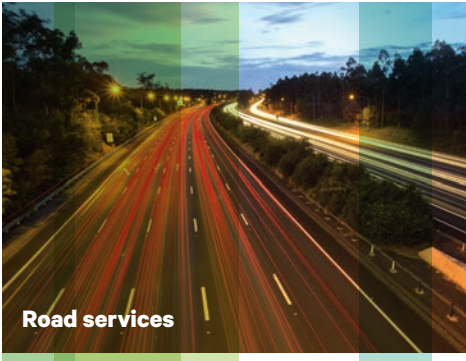


Facilities

Government
Health & Education
Defence
Building

What we do

Downer supports our customers through the full life of their assets – from initial feasibility and design through to production and operations and eventual decommissioning. Our services include:





Water



Health services



Power and energy



Industrial and marine



Education services



Non-residential buildings



Defence



Asset management



Professional and managed services

For more information on Downer's services, refer to the Downer website.



Criteria C Identification of modern slavery risks in our operations and supply chain

Downer identifies modern slavery as acts of servitude, slavery, forced labour, forced marriage, child labour, debt bondage, deceptive recruiting for labour or services and trafficking.

Downer's Risk and Opportunity Management Standard, which is aligned to AS ISO 31000:2018 (Risk Management), governs how we identify and respond to modern slavery risk.

The vast majority of our supplier spend relates to goods and services suppliers and subcontractors who are based in Australia and New Zealand.

Consistent with the [UN Guiding Principles on Business and Human Rights](#), we continue to assess our potential to:

- Cause modern slavery through our operations
- Contribute to modern slavery through our operations
- Be directly linked to modern slavery through the operations, products, services or activities of a supplier, whether they reside in our Tier 1 supply chain or beyond.

While Downer has assessed the modern slavery risk in our operations to be low, the covert nature of modern slavery means that we must remain vigilant in our focus on our supply chain, both locally and overseas. We understand that modern slavery risks may reside in both our Tier 1 supply chain and in the supply chain beyond.

¹ Downer has subscribed to [Supplier Ethical Data Exchange](#), a supplier risk evaluation tool.

Supply chain risk

It is important to Downer that our suppliers and subcontractors share our values and reflect our expectations when doing business with and for us.

Downer is maturing our prequalification process to ensure our suppliers and subcontractors meet our high standards of business conduct. This includes background checks on financial health, health and safety standards and policies, environmental policies, and compliance with employment legislation (including statutory instruments).

Downer has analysed its supply chain spend to identify modern slavery risks, and to understand how a prioritised plan to combat modern slavery in our supply chain can be developed.

We use a combination of geographic and taxonomy risk identifiers – such as forced labour, freedom of association, children and young workers, working hours, wages, labour, and health and safety standards – to assess supplier risk guided by Sedex¹ risk ratings and available guidance materials such as the [US Department of Labour's 2018 List of Goods Produced by Child and Forced Labor](#) and [Global Slavery Index](#).

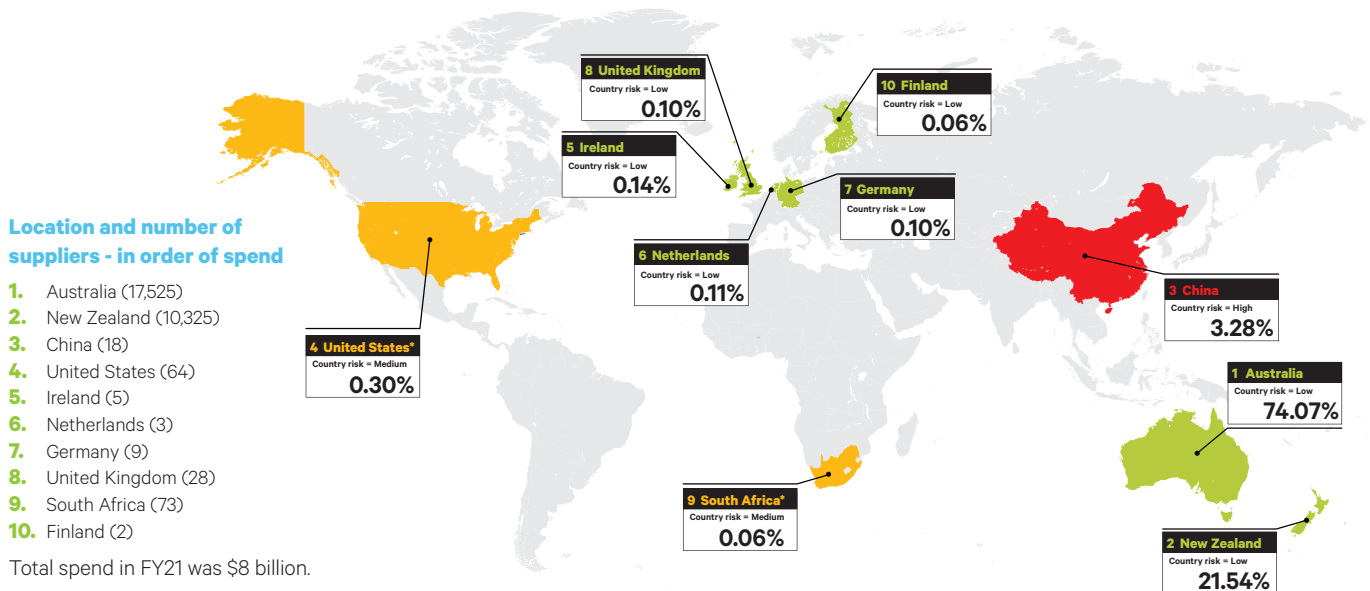
Supply chain transparency is key to this process and we recognise that risks may also occur in our Tier 2 supply chain and beyond. We will continue to monitor high risk categories including garments (workwear) and electronics. As part of our supplier engagement process, we continue to monitor the manufacture of rollingstock components and the production of polysilicon for solar panels that are sourced from China.

Downer's Tier 1 supply chain profile by geographic location (top 10 countries by spend):



Downer understands that, while there are potential benefits and cost savings associated with overseas sourcing, we need to consider the risks. These include:

- Additional costs for international administration, foreign currency exchange, transport and customs duties
- Logistical challenges including import, customs and quarantine regulations
- Exposure to modern slavery and potential for bribery and corruption in some foreign jurisdictions
- Limited legal protections in foreign jurisdictions, should disputes arise
- Increased rules and regulations in foreign markets and dealing with foreign entities
- Language barriers and understanding of foreign supply market
- Differences in quality and safety standards.



* A significant portion of Downer's spend in United States and South Africa relates to the delivery of Mining Services. In October 2021, Downer completed the sale of its Mining business - this will be reflected in the FY22 breakdown of supplier spend by location.



Subcontractors and labour hire

Downer engages subcontractors and labour hire providers across our diverse service offerings and locations. We are aware that modern slavery risks may not be immediately visible within this network.

These providers are required to comply with Downer’s Standards of Business Conduct which incorporates human rights, employee conduct, supplier conduct, sustainable procurement, and modern slavery.

We also take additional action, such as the inclusion of explicit obligations in respect to modern slavery in new contracts with suppliers, subcontractors and labour hire providers. This includes the right for Downer to take meaningful steps should those obligations be breached.

Outsource partners

Downer engages the following outsource partners to deliver corporate services to the organisation. These partners, with their dedicated teams, deliver specialist IT, procurement and business services under a flexible model both locally and overseas.

Outsource partner	Resource location
Tata Consultancy Services (TCS)	Australia and India
DXC Technology	Philippines

As an overarching principle, Downer monitors the status of its onshore partner workforce which includes living conditions, access to medical care, right to return to country of origin at any time and visa status. Prior to the COVID-19 pandemic, regular site visits to our partner facilities in India and the Philippines were conducted. Site visits will resume as travel restrictions lift and we will continue to focus on the policies and standards of our outsource partners as they relate to labour.

Impacts of COVID-19

The COVID-19 pandemic has resulted in a sharpened focus on business resilience. As an essential service provider, Downer has continued to deliver urban services throughout Australia and New Zealand during the pandemic.

We have encountered some ongoing workforce mobility issues in certain market sectors as a result of various State-imposed restrictions based on government health advice.

In specific response to the pandemic, a COVID-19 Standard and Pandemic Playbook have been developed and continue to be implemented. Our Playbook focuses on the safety and health of our workers, how to minimise operational disruption and optimise business viability during the pandemic.

Downer’s office-based employees were able to transition to remote working arrangements at the start of the pandemic. This has allowed us to continue to deliver services to our customers with minimal disruption.

Downer has also continued to source goods and services with minimal delays, predominantly through our existing low-risk local suppliers, who have remained resilient.

Delays and increased cost associated with some overseas supply during the pandemic continue to be considered against Downer’s procurement objectives, which are to:

1. Ensure governance and probity requirements are met
2. Deliver upon social and sustainable procurement goals
3. Ensure value for money is delivered across all Downer procurement activities
4. Streamline procurement processes
5. Align to Downer’s Pillars.



Case study

COVID-19 outsource partners – Tata Consultancy Services (TCS)

Downer is mindful of the devastating impacts that COVID-19 has had on countries such as India, which recorded in excess of 400,000 confirmed COVID-19 cases per day during the height of the pandemic.

Downer's engagement model with India-based company, TCS, includes the provision of onshore and offshore labour. Downer acknowledges the vulnerability of both the onshore and offshore TCS workforce and the hardship that the pandemic caused.

During the pandemic, the onshore workforce became stranded in Australia as international borders closed to prevent the spread of the virus. Downer supported these impacted workers in the following ways:

- Following the 'R U OK?' principle, Downer embedded a deeper level of care into its daily operations. Each manager was mindful of the stress some team members faced, and focused on the wellbeing of their team members
- Communicating with TCS executives our concerns related to the mental health risks associated with team members. Downer provided dispensation such as flexible working arrangements, time to attend to family matters (including making medical and funeral arrangements) and compassionate leave for grieving the loss of a loved one
- Supporting the rights of workers to return home where restrictions permitted.

At the height of the pandemic the TCS workforce was severely impacted in India. In order to support TCS in its continuity of service to Downer, we took the following actions:

- Relaxed a number of TCS' performance KPIs (where required) in recognition of the extraordinary events the pandemic created
- Readied our Business Continuity Plan to support uninterrupted service delivery to the Downer business
- Engaged with TCS to ensure the security of our data as TCS transitioned its workforce to deliver services from home.

Throughout this time, TCS afforded its workers and their families outstanding medical care both in India and in Australia. TCS provides comprehensive health insurance for their onshore workers and dependents from their date of arrival in Australia. This includes access to vaccines.



Operational risk – Downer’s workforce

Downer employs more than 44,000 people, primarily based in Australia and New Zealand, in accordance with an employment contract and/or under legislative instruments.

The profile of Downer’s workforce at the end of FY21 is shown below.

Downer acknowledges the materiality of its Temporary workforce. The breakdown below reflects the nature of the Health and Hospitality sectors, where many of Downer’s temporary workforce are employed.

Through our specialist Industrial Relations team and trusted external advisors, we are committed to ensuring we meet all employment obligations; whether arising under statute, collective agreements or

modern awards. This is achieved by conducting regular reviews and audits, a thorough analysis of terms and conditions built in our payroll systems, and by quickly remedying any issues identified.

Internally, Downer’s Business Integrity Policy provides a mechanism for grievance reporting via any senior manager of the company, an officer of the company, or the Whistleblower Protection Officer (WPO).

Externally, Downer’s Business Integrity Policy is underpinned by the ‘Our Voice’ service. This external and independent service allows our employees, subcontractors and suppliers to make an anonymous report of inappropriate, illegal, corrupt or unethical behavior, which may include instances of modern slavery and labour exploitation.

Employees by contract type and gender

	FY20 Female	FY20 Male	FY20 Total	FY21 Female	FY21 Male	FY21 Total	Change Female	Change Male	Change Total
Permanent									
Full-time	5,577	19,197	24,774	3,969	16,214	20,183	-29%	-16%	-19%
Part-time	2,010	820	2,830	1,562	652	2,214	-22%	-20%	-22%
Temporary									
Full-time	1,209	2,184	3,393	1,201	2,185	3,386	-1%	0%	0%
Part-time	838	609	1,447	876	609	1,485	5%	0%	3%
Casual	8,615	11,005	19,620	7,282	9,811	17,093	-15%	-11%	-13%
Total	18,249	33,815	52,064	14,890	29,471	44,361	-18%	-13%	-15%



The Downer Standard

The Downer Standard (TDS) is a Downer-wide Integrated Management System that underpins our approach to serving our customers, managing our processes, meeting our business obligations, and continually improving what we do.

It covers the breadth of our core business processes including Asset Management, Customer Planning and Engagement, Finance, Information Technology, Legal, Opportunity and Risk, Procurement, Project Management and Delivery, Commercial, and Zero Harm. It supports the integration of new businesses into the Downer model.

Over the past 12 months we have defined and launched The Downer Standard content across the Downer Group for all core processes.

Specifically, The Downer Standard includes a comprehensive repository of policies, standards and framework that relate to the procurement of goods and services across the Group. These controls underpin engagement activities within our supply chain and minimise the risk factors that may lead to, or contribute to, modern slavery.

Downer has achieved centralised third-party accreditation to the International Standards ISO 45001 (Safety), ISO 9001 (Quality) and ISO 14001 (Environment).

Criteria D Assessment of our Modern Slavery risks and process to address

Our approach

In conjunction with Downer's Risk and Opportunity Management Standard, we implement a four-stage mitigation approach in dealing with modern slavery risk.

These stages are:

- 1. Policies and framework:** Our Modern Slavery Statement is supported by our Standards of Business Conduct, Business Integrity Policy (including Whistleblower Policy) and Procurement Framework. Our Standards of Business Conduct incorporates human rights, employee conduct, supplier conduct, sustainable procurement and modern slavery.
- 2. Processes, procedures and standards:** Our policies and framework are supported by procedures and standards to prevent modern slavery occurring within our supply chain. These are documented in The Downer Standard and include:
 - Procurement induction and training module process
 - Mandatory employee training related to Standards of Business Conduct
 - Supplier and subcontractor prequalification process
 - International Supply Standard – for international supply
 - Standard precedent terms and conditions for all supply agreements and subcontracts, including our purchase order terms and conditions
 - Financial and Corporate Governance Self-Assessment (FCGSA) Directors' questionnaire
 - Supplier questionnaires and survey process.
- 3. Governance:** Strong governance assures compliance with our policies, framework, processes, procedures and standards. Downer employees, suppliers and consultants can raise concerns about modern slavery through our formal whistleblower process. A specific modern slavery question has also been added to Downer's FCGSA, a biannual assessment of our senior executives and senior managers. Downer's Audit and Risk Committee receives a summary of any issues raised.
- 4. Continuous improvement:** Downer is committed to continually enhancing our approach to modern slavery. Downer's progress in FY21 is set out on page 17 while our focus areas for FY22 are outlined on page 20.

Steps taken

Over the past 12 months, we took the following steps to improve identification of the risks within Downer's operations and supply chain:

- Engaged an external consultant to perform a gap analysis to determine our maturity level (refer to table below)
- Continued to review the depth of our direct supply chain and beyond
- Developed and deployed a suite of tools for understanding, recognising and evaluating modern slavery risks
- Joined the [Supplier Ethical Data Exchange \(Sedex\)](#), which in conjunction with our internal systems will support a proactive supplier management strategy.

Category	Basic	Developing	Maturing	Advanced
Management systems and governance			■	
Risk management		■		
Human resources and recruitment			■	
Customers and stakeholders		■		
Procurement and supply chain			■	
Average score			■	

In performing our modern slavery gap analysis, we evaluated our maturity in five main categories, indicative of how we manage our response to modern slavery risk in our operations and supply chain.

The analysis has highlighted that the areas with the greatest opportunity for improvement are 'Risk management' and 'Customers and stakeholders'.

During FY21, Downer took the following steps to mitigate the risk of modern slavery based on the objectives identified in our FY20 Modern Slavery Statement.

Looking back: 2021 objectives

Focus area	Objective	Targets	Outcome
Risk assessment and mitigation	To strengthen the assessment of Downer's modern slavery risk rating.	Incorporation of 100 per cent of the supplier self-assessment exercise into the overall risk rating.	Progressing Completed for larger suppliers and those in higher risk categories. Downer continues to engage with some smaller suppliers to assist them with their understanding of modern slavery and Downer's expectations. The results of this exercise will form part of our risk assessment framework.
Approach to deal with risk	Improve our online sourcing tool for employees by enhancing both the usability and the information available.	Launch of revised online sourcing tool with improved look and feel. Further improve level of information available through online sourcing tool.	Completed The revised sourcing tool has been implemented and is available to all employees through Downer's intranet.
Due diligence	Further understand the risk of international sourcing and shape strategies to mitigate risk.	Complete specified testing of a sample of international procurement activities and identify areas for improvement.	Deferred Focus has been given to enhancing Downer's procurement framework for international supplier engagement.
	Further investigate allegations against one of CRRC's suppliers and obtain confidence that appropriate measures are in place.	Completion of due diligence process and related follow ups.	Completed Continue to monitor.
Consultation	Continue to build on Downer's three engagement objectives to identify, manage and eradicate risks over time.	Launch new modern slavery intranet pages covering: <ul style="list-style-type: none"> 1. Spend dashboard 2. Risk assessment. 	Maturing These pages have been developed and are updated monthly. Ongoing focus is being given to further embedding pages across the organisation.
Training and capacity building	Build further awareness targeting those who conduct procurement activities in the higher risk / higher value project areas.	Develop and commence rollout of in-depth procurement training module.	Completed The effectiveness of the training will be assessed and inform further development in this area.



Criteria E Assessing the effectiveness of our actions

Measuring effectiveness is challenging due to the criminal and covert nature of modern slavery. It is further complicated by the need to determine whether Downer is directly linked to, has contributed to, or caused slavery. We have engaged external expertise to guide and assist us with this process.

Since our FY20 Modern Slavery Statement, we have continued to work with CRRC Changchun, our joint venture partner for the delivery of Melbourne's High Capacity Metro Trains (HCMT), to monitor risks of modern slavery in the HCMT supply chain. Downer partners with CRRC in China to deliver these trainsets. In 2020, it was alleged that a number of Uyghur workers were transferred to factories operated by KTK Group, a supplier of train components to CRRC and the broader international train manufacturing sector.

KTK has denied the allegations and Downer has found no evidence to establish the allegations. We continue to work with CRRC to monitor this risk.

Downer also utilises solar panel technology in some services we deliver in the Utilities sector, and have identified the procurement of solar panels as an area for further review. Accordingly, we have commenced a review related to the production of polysilicon in our supply chain.

This year, Downer's Group Audit and Risk team undertook a review of procurement practices in our organisation to measure compliance with Downer's internal processes and controls, as defined in The Downer Standard. The review encompassed modern slavery management processes, in particular ensuring our contractual conditions associated with modern slavery were appropriately identified and complied with. Matters identified were addressed.

We continue to mature our risk management framework within our organisation by implementing and embedding the following:

- **Sourcing tool**, to support informed decision making through key criteria such as Environmental, Social and Governance (ESG) goals, prequalification status, insurance status, modern slavery risk, performance rating, certification, Indigenous ownership, existing and preferred supplier, and cost
- **Modern slavery dashboard**, which classifies a supplier by country, category and spend to provide an overall risk rating and provides buyers with an enhanced understanding of modern slavery risks relative to supplier choice
- **Specialist modern slavery training** for Downer's key employees who conduct procurement in high risk / critical areas
- **Mandatory on-line training** for all Downer employees, which addresses modern slavery risks
- **Monthly metrics** to capture and track the level of engagement and awareness related to modern slavery issues in our business. Business engagement has increased materially over the past 12 months.



Criteria F Consultation process

Downer will continue to consult with its controlled entities to identify modern slavery risks. These entities are listed on pages 21-23. Through our centralised governance structure, Downer routinely discusses issues that relate to modern slavery via working groups, steering committees, executive meetings and ultimately Downer's Board. All material matters relating to modern slavery are managed directly by our Board.

Downer's controlled entities comply with The Downer Standard and are subject to centralised reporting and periodic audit review. The Downer Standard supports us to embed newly acquired businesses into the Downer model.

Our centralised Group Legal and Procurement functions ensure that each of Downer's controlled entities comply with and support Downer's modern slavery positions, including compliance with all relevant legislation, adoption of procurement-related standards and policies, and training.

External consultation

We proactively seek to increase risk knowledge, specifically as it relates to the industry in which we operate. We engage industry experts and refer to publicly available material such as relevant international laws, findings from Senate hearings, published material from advocacy groups, research organisations and industry related briefings.

Relationships and collaboration with our suppliers is key to our strategy development. We have actively participated in relevant forums to discuss and understand peer, industry and stakeholder views on human rights issues including modern slavery.

These forums include:

- Infrastructure Sustainability Council of Australia
Modern Slavery Coalition
- Business Council for Sustainable Development Australia
- Procurement and Supply Australasia Connect
- Supply Chain Sustainability School.

Criteria G Looking forward

For the financial year 2022, we will focus on the following actions:

Looking forward: 2022 Objectives

Focus area	Objective	Targets
Risk assessment and mitigation	To review and standardise supplier prequalification process across the organisation.	Review all prequalification methods and technology and provide recommendation.
Consultation	Review and enhance Modern Slavery Framework in consultation with entities controlled by Downer.	Agree and communicate updated Modern Slavery Framework to controlled entities.
Due diligence	Further refine the process for the collection mechanism for quantifying and monitoring supplier risk.	Embed process and review effectiveness.
Approach to deal with risk	Further understand the risk of international sourcing and shape strategies to mitigate risk.	Mature Sedex as our supplier risk screening platform for international suppliers. Engage audit specialists where required.
Training and capacity building	Review the effectiveness of modern slavery training across our organisation.	Determine whether training targets and the intended recipients achieve the desired level of awareness. Make any required changes to training materials.
Maturity	Measure the activity level and engagement from our organisation and customers related to modern slavery.	Monthly measure of engagement activities by Group Procurement, including quantum of enquiries received and meetings attended. Make any required changes to training materials.

Downer will remain vigilant and purposeful in our resolve to identify, report and remediate human risks within our operations and supply chain. We understand that transparency is key.

We will continue to mature our processes and raise awareness of the issues with our employees, subcontractors, and local and international suppliers. We will be clear in communicating our standards in order to surface and make visible any modern slavery risk within our organisation.

We recognise that this process will be ongoing, and we will seek to pivot and respond to changes in market conditions to manage our modern slavery risks moving forward.

Appendix A

The controlled entities of the Group listed below were wholly owned during the current and prior year, unless otherwise stated:

Australia

ACN 009 173 040 Pty Ltd ^(viii)
AGIS Group Pty Limited
ASPIC Infrastructure Pty Ltd
DMH Plant Services Pty Ltd
DMH Maintenance and Technology Services Pty Ltd
DM Road Services Pty Ltd
DMH Electrical Services Pty Ltd
Downer Australia Pty Ltd
Downer EDI Associated Investments Pty Ltd
Downer EDI Engineering Company Pty Limited
Downer EDI Engineering CWH Pty Limited
Downer EDI Engineering Electrical Pty Ltd
Downer EDI Engineering Group Pty Limited
Downer EDI Engineering Holdings Pty Ltd
Downer EDI Engineering Power Pty Ltd
Downer EDI Engineering Pty Limited
Downer EDI Limited Tax Deferred Employee Share Plan
Downer EDI Mining Pty Ltd
Downer EDI Mining-Blasting Services Pty Ltd ^(v)
Downer EDI Mining-Minerals Exploration Pty Ltd
Downer EDI Rail Pty Ltd
Downer EDI Services Pty Ltd
Downer EDI Works Pty Ltd
Downer Energy Systems Pty Limited
Downer Group Finance Pty Limited
Downer Holdings Pty Limited
Downer Investments Holdings Pty Ltd
Downer Mining Regional NSW Pty Ltd
Downer PipeTech Pty Limited
Downer PPP Investments Pty Ltd
Downer Utilities Australia Pty Ltd
Downer Utilities Holdings Australia Pty Ltd
Downer Utilities New Zealand Pty Ltd
Downer Utilities SDR Australia Pty Ltd ^(v)
Downer Utilities SDR Pty Ltd
Downer Victoria PPP Maintenance Pty Ltd
EDI Rail PPP Maintenance Pty Ltd
EDICO Pty Ltd
Emoleum Partnership
Emoleum Road Services Pty Ltd
Emoleum Roads Group Pty Ltd
Envista Pty Limited
Evans Deakin Industries Pty Ltd
LNK Group Pty Ltd
Lowan (Management) Pty. Ltd.
Maclab Services Pty Ltd
Mineral Technologies Pty Ltd
Mineral Technologies (Holdings) Pty Ltd

New South Wales Spray Seal Pty Ltd
Otraco International Pty Ltd
Otracom Pty Ltd
Primary Producers Improvers Pty. Ltd.
Rail Services Victoria Pty Ltd
REJV Services Pty Ltd ^(v)
Roche Bros. Superannuation Pty. Ltd. ^(iv)
Roche Services Pty Ltd
RPC Roads Pty Ltd
RPQ Asphalt Pty. Ltd.
RPQ Mackay Pty Ltd ^(ix)
RPQ North Coast Pty. Ltd.
RPQ Pty Ltd
RPQ Services Pty. Ltd.
RPQ Spray Seal Pty. Ltd.
Smarter Contracting Pty Ltd
Snowden Holdings Pty Ltd ^(v)
Snowden Mining Industry Consultants Pty Ltd ^(v)
Snowden Technologies Pty Ltd ^(v)
Southern Asphalters Pty Ltd
Trico Asphalt Pty. Ltd.
VEC Civil Engineering Pty Ltd
VEC Plant & Equipment Pty Ltd

New Zealand and Pacific

AF Downer Memorial Scholarship Trust
DGL Investments Limited
Downer Construction (Fiji) Limited
Downer Construction (New Zealand) Limited
Downer EDI Engineering Power Limited
Downer EDI Engineering PNG Limited
Downer EDI Works Vanuatu Limited
Downer New Zealand Limited
Downer New Zealand Projects 1 Limited
Downer New Zealand Projects 2 Limited
Downer Utilities Alliance New Zealand Limited
Downer Utilities New Zealand Limited
Downer Utilities PNG Limited ⁽ⁱⁱⁱ⁾
Green Vision Recycling Limited
Hawkins Limited ^(x)
Hawkins Project 1 Limited
ITS Pipetech Pacific (Fiji) Pte Limited ^(x)
Richter Drilling (PNG) Limited
Techtel Training & Development Limited
The Roding Company Limited
Underground Locators Limited
Waste Solutions Limited
Works Finance (NZ) Limited

Appendix A

The controlled entities of the Group listed below were wholly owned during the current and prior year, unless otherwise stated:

Africa

Downer EDI Mining - Ghana Limited
Downer Mining South Africa Proprietary Limited
MD Mineral Technologies SA (Pty) Ltd.
MD Mining and Mineral Services (Pty) Ltd ⁽ⁱ⁾
Otraco Botswana (Proprietary) Limited
Otraco Southern Africa (Pty) Ltd ⁽ⁱⁱ⁾
Otraco Tyre Management Namibia (Proprietary) Limited
Snowden Mining Industry Consultants (Proprietary) Limited ^(iv)

Asia

Chang Chun Ao Hua Technical Consulting Co Ltd
Downer EDI Engineering (S) Pte Ltd
Downer EDI Engineering Holdings (Thailand) Limited
Downer EDI Engineering Thailand Ltd
Downer EDI Group Insurance Pte Ltd
Downer EDI Rail (Hong Kong) Limited
Downer EDI Works (Hong Kong) Limited
Downer Pte Ltd
Downer Singapore Pte Ltd
MD Mineral Technologies Private Limited
PT Duffill Watts Indonesia
PT Otraco Indonesia

Americas

DBS Chile SpA ^{(iii) (v)}
Mineral Technologies Comercio de Equipamentos para
Processamento de Minerais LTD
Mineral Technologies, Inc.
Otraco Brasil Gerenciamento de Pneus Ltda
Otraco Chile SA

United Kingdom and Channel Islands

KHSA Limited
Sillars (B. & C.E.) Limited
Sillars (TMWD) Limited
Sillars Holdings Limited
Sillars Road Construction Limited
Works Infrastructure (Holdings) Limited
Works Infrastructure Limited

Spotless ^(vi)

A E Smith & Son (NQ) Pty Ltd
A E Smith & Son (SEQ) Pty Ltd
A.E. Smith & Son Proprietary Limited
A.E. Smith Building Technologies Pty Ltd
A.E. Smith Service (SEQ) Pty Ltd
A.E. Smith Service Holdings Pty Ltd
A.E. Smith Service Pty Ltd
Airparts Holdings Pty Ltd
Airparts Fabrication Pty Ltd
Airparts Fabrication Unit Trust
Aladdin Group Services Pty Limited ^(vii)
Aladdins Holdings Pty. Limited ^(vii)
Aladdin Laundry Pty Limited ^(vii)
Aladdin Linen Supply Pty Limited ^(vii)
Asset Services (Aust) Pty Ltd ^(vii)
Berkeley Challenge (Management) Pty Limited ^(vii)
Berkeley Challenge Pty Limited ^(vii)
Berkeley Railcar Services Pty Ltd ^(vii)
Berkeleys Franchise Services Pty Ltd ^(vii)
Bonnyrigg Management Pty. Limited ^(vii)
Cleandomain Proprietary Limited ^(vii)
Cleavevent Australia Pty. Ltd. ^(vii)
Cleavevent Holdings Pty. Limited ^(vii)
Cleavevent International Pty. Limited ^(vii)
Cleavevent Middle East FZ LLC ⁽ⁱⁱⁱ⁾
Cleavevent Technology Pty Ltd ^(vii)
Emerald ESP Pty Ltd
Ensign Services (Aust.) Pty. Ltd. ^{(v) (vii)}
Envar Installation Pty Ltd
Envar Service Pty Ltd
Envar Holdings Pty Ltd
Envar Engineers and Contractors Pty Ltd
Errolon Pty Ltd ^(vii)
Fieldforce Services Pty Ltd ^(vii)
Infrastructure Constructions Pty Ltd ^(vii)
International Linen Service Pty Ltd ^(vii)
Monteon Pty Ltd ^(vii)
National Community Enterprises ⁽ⁱⁱⁱ⁾
Nationwide Venue Management Pty Limited ^(vii)
NG-Serv Pty Ltd ^(vii)
Nuvogroup(Australia) Pty Ltd ^(vii)
Pacific Industrial Services BidCo Pty Ltd ^(vii)

Spotless (continued)

Pacific Industrial Services FinCo Pty Ltd ^(vii)
 Riley Shelley Services Pty Limited ^(vii)
 Skilltech Consulting Services Pty. Ltd. ^(vii)
 Skilltech Metering Solutions Pty Ltd. ^(vii)
 Sports Venue Services Pty Ltd ^(vii)
 Spotless Defence Services Pty Ltd ^(vii)
 Spotless Facility Services (NZ) Limited
 Spotless Facility Services Pty Ltd ^(vii)
 Spotless Financing Pty Limited ^(vii)
 Spotless Group Limited ^(vii)
 Spotless Group Holdings Limited ^(vii)
 Spotless Holdings (NZ) Limited
 Spotless Investment Holdings Pty Ltd ^(vii)
 Spotless Management Services Pty Ltd ^(vii)
 Spotless Property Cleaning Services Pty Ltd ^(vii)
 Spotless Securities Plan Pty Ltd ^(vii)
 Spotless Services Australia Limited ^(vii)
 Spotless Services International Pty Ltd ^(vii)
 Spotless Services Limited ^(vii)
 Spotless Treasury Pty Limited ^(vii)
 SSL Asset Services (Management) Pty Ltd ^(vii)
 SSL Facilities Management Real Estate Services Pty Ltd ^(vii)
 SSL Security Services Pty Ltd ^(vii)
 Taylors Laundries Limited ^(v)
 Taylors Two Two Seven Pty Ltd ^(vii)
 Trenchless Group Pty Ltd ^(vii)
 UAM Pty Ltd ^(vii)
 Utility Services Group Holdings Pty Ltd ^(vii)
 Utility Services Group Limited ^(vii)

- ⁽ⁱ⁾ 70% ownership interest.
- ⁽ⁱⁱ⁾ 74% ownership interest.
- ⁽ⁱⁱⁱ⁾ Entity is currently undergoing liquidation/dissolution.
- ^(iv) Entity de-registered during the financial year ended 30 June 2021.
- ^(v) Entity disposed during the financial year ended 30 June 2021.
- ^(vi) The ownership interest in Spotless is 100% as at 30 June 2021.
- ^(vii) These Spotless controlled entities all form part of the tax consolidated group of which Downer EDI Limited is the head entity. The acquisition of the remaining 12.198% shares in Spotless that Downer did not already own automatically resulted in Spotless joining the Downer tax consolidated group on 7 October 2020.
- ^(viii) QCC Resources Pty Ltd changed its name to ACN 009 173 040 Pty Ltd during the financial year ended 30 June 2021.
- ^(ix) Rock N Road Bitumen Pty Ltd changed its name to RPQ Mackay Pty Ltd during the financial year ended 30 June 2021.
- ^(x) Hawkins 2017 Limited changed its name to Hawkins Limited during the financial year ended 30 June 2021.
- ^(xi) ITS Pipetech Pacific (Fiji) Limited changed its name to ITS Pipetech Pacific (Fiji) Pte Limited during the financial year ended 30 June 2021.



Downer EDI Limited

ABN 97 003 872 848

Sydney Head Office
Trinity Business Campus
39 Delhi Road
North Ryde
New South Wales 2113

T: 1800 DOWNER (1800 369 637)

T: +61 2 9468 9700

www.downergroup.com

