

3 November 2022

Market Announcements Office  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**RE: Results of Downer EDI Limited 2022 Annual General Meeting**

In accordance with Listing Rule 3.13.2, it is confirmed that the resolutions relating to the following matters were put to the Annual General Meeting of Downer EDI Limited held on Thursday, 3 November 2022:

Item 2(A)	Election of Director - Mr Mark Binns
Item 2(B)	Election of Director - Dr Adelle Howse
Item 2(C)	Election of Director - Mr Mark Menhinnitt
Item 2(D)	Re-election of Director - Ms Teresa Handicott
Item 2(E)	Re-election of Director - Mr Peter Watson
Item 3*	Adoption of the Remuneration Report
Item 4	Approval of Managing Director's Long-Term Incentive (LTI)
Item 5	Renewal of Proportional Takeover Approval Provisions
Item 6	Increase of Non-Executive Director Fee Limit

\* This resolution is advisory only and does not bind the Directors of the Company.

The above matters were decided on a Poll.

In accordance with section 251AA(2) of the Corporations Act, the following Proxy Information is provided in relation to instructions given to validly appointed proxies as at proxy close:

	<b>INSTRUCTIONS GIVEN TO VALIDLY APPOINTED PROXIES</b>			
	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>OPEN</b>
Election of Director - Mr Mark Binns	533,433,916 99.46%	2,178,845 0.40%	115,689	749,793 0.14%
Election of Director - Dr Adelle Howse	535,244,939 99.79%	370,450 0.07%	100,296	762,558 0.14%
Election of Director - Mr Mark Menhinnitt	533,238,220 99.42%	2,373,538 0.44%	112,930	753,555 0.14%
Re-election of Director - Ms Teresa Handicott	522,637,636 97.44%	12,908,405 2.40%	84,910	847,292 0.16%
Re-election of Director - Mr Peter Watson	530,589,917 98.93%	5,030,111 0.93%	107,757	750,458 0.14%
Adoption of the Remuneration Report	236,477,005 44.10%	298,986,271 55.76%	280,576	712,291 0.14%
Approval of Managing Director's Long-Term Incentive (LTI)	532,738,659 99.32%	2,882,895 0.54%	141,121	715,568 0.14%
Renewal of Proportional Takeover Approval Provisions	530,285,039 98.87%	5,291,325 0.99%	142,779	759,090 0.14%
Increase of Non-Executive Director Fee Limit	532,499,292 99.28%	3,112,076 0.58%	142,163	724,712 0.14%

In accordance with section 251AA(2) of the Corporations Act, the following information is provided in relation to the number of votes cast on the Polls:

	TOTAL NUMBER OF VOTES CAST ON POLLS			RESULT
	FOR	AGAINST	ABSTAIN	
Election of Director - Mr Mark Binns	535,061,582 99.59%	2,178,845 0.41%	115,689	Passed
Election of Director - Dr Adelle Howse	536,885,370 99.93%	370,450 0.07%	100,296	Passed
Election of Director - Mr Mark Menhinnitt	534,869,648 99.56%	2,373,538 0.44%	112,930	Passed
Re-election of Director - Ms Teresa Handicott	524,362,801 97.60%	12,908,405 2.40%	84,910	Passed
Re-election of Director - Mr Peter Watson	532,218,248 99.06%	5,030,111 0.94%	107,757	Passed
Adoption of the Remuneration Report <sup>^</sup>	237,200,579 44.24%	299,008,34 55.76%	280,776	Not Passed
Approval of Managing Director's Long-Term Incentive (LTI)	533,520,690 99.46%	2,898,296 0.54%	141,321	Passed
Renewal of Proportional Takeover Approval Provisions	531,922,002 99.02%	5,291,325 0.98 %	142,779	Passed
Increase of Non-Executive Director Fee Limit	533,249,363 99.42%	3,120,243 0.58%	172,701	Passed

<sup>^</sup> As more than 25% of the votes were cast against this resolution, this constitutes a first strike for the purposes of the *Corporations Act 2001* (Cth).

Yours sincerely,  
**Downer EDI Limited**



**Robert Regan**  
Company Secretary

*Authorised for release by Downer's Group General Counsel and Company Secretary, Robert Regan.*