

22 November 2023

Market Announcements Office  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**RE: Results of Downer EDI Limited 2023 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 Wednesday, 22 November 2023:

Item 2(A)	Election of Director - Steven MacDonald
Item 2(B)	Election of Director – Sheridan Broadbent
Item 3*	Adoption of the Remuneration Report
Item 4(A)	Approval of Managing Director's Long-Term Incentive (LTI) for 2023
Item 4(B)	Approval of Managing Director's Long-Term Incentive (LTI) for 2024

\* 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:

	Instructions given to validly appointed proxies			
	FOR	AGAINST	ABSTAIN	OPEN
Election of Director – Steven MacDonald	554,559,477 99.84%	271,976 0.05%	69,503	631,912 0.11%
Election of Director – Sheridan Broadbent	554,577,577 99.84%	298,893 0.05%	58,836	597,562 0.11%
Adoption of the Remuneration Report	507,885,833 91.45%	46,901,198 8.44%	166,089	579,748 0.11%
Approval of Managing Director's Long-Term Incentive (LTI) for 2023	550,131,851 99.04%	4,724,238 0.85%	107,212	569,567 0.11%
Approval of Managing Director's Long-Term Incentive (LTI) for 2024	550,173,033 99.05%	4,657,871 0.84%	131,095	570,869 0.11%
Spill Resolution	31,489,294 5.67%	523,110,759 94.22%	328,629	604,186 0.11%

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 – Steven MacDonald	555,450,072 99.95%	271,976 0.05%	69,503	Passed
Election of Director – Sheridan Broadbent	555,433,232 99.95%	299,483 0.05%	58,836	Passed
Adoption of the Remuneration Report <sup>^</sup>	508,503,775 91.56%	46,901,788 8.44%	166,089	Passed
Approval of Managing Director's Long-Term Incentive (LTI) for 2023	550,836,740 99.15%	4,724,828 0.85%	107,212	Passed
Approval of Managing Director's Long-Term Incentive (LTI) for 2024	550,879,814 99.16%	4,657,871 0.84 %	131,095	Passed

<sup>^</sup> As more than 25% of the votes were not cast against this resolution, Item 5 Spill Resolution was not put to the meeting.

Yours sincerely,  
**Downer EDI Limited**



**Robert Regan**  
Company Secretary

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