



5 November 2014

Company Announcements Office
ASX Limited
Level 4, 20 Bridge Street
Sydney NSW 2000

Dear Sr/Madam

RE: Results of Downer EDI Limited 2014 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, 5 November 2014:

Item 2	Re-Election of Mr R M Harding
Item 3*	Adoption of the Remuneration Report for the year ended 30 June 2014
Item 4a	Approval of Managing Director's long term incentive for 2014
Item 4b	Approval of Managing Director's long term incentive for 2015
Item 5	Appointment of KPMG as Auditor

* 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 Listing Rule 3.16.3, Downer advises that KPMG has been appointed as auditor of the Company at the Annual General Meeting. This appointment follows the resignation of Deloitte Touche Tohmatsu.

In accordance with section 251AA(1)(a) of the Corporations Act, the following Proxy Information is provided:

	TOTAL NUMBER OF PROXY VOTES			
	FOR	AGAINST	ABSTAIN	OPEN
Re-Election of Mr R M Harding	342,693,986	2,976,000	932,446	840,990
Adoption of the Remuneration Report	340,585,694	4,239,026	1,458,742	799,960
Managing Director's long term incentive for 2014	343,483,693	2,217,978	935,061	806,690
Managing Director's long term incentive for 2015	342,252,556	3,450,988	938,826	801,052
Appointment of KPMG as Auditor	345,415,982	217,964	939,783	869,693

In accordance with section 251AA(1)(b) of the Corporations Act, the following information in relation to the Polls is provided:

	TOTAL NUMBER OF VOTES CAST ON POLLS		
	FOR	AGAINST	ABSTAIN
Re-Election of Mr RM Harding	343,846,781	2,976,000	932,446
Adoption of the Remuneration Report	341,497,069	4,242,326	1,458,742
Managing Director's long term incentive for 2014	344,400,898	2,222,178	935,061
Managing Director's long term incentive for 2015	343,164,123	3,455,188	938,826
Appointment of KPMG as Auditor	346,597,480	217,964	939,783

Yours faithfully,



Peter Tompkins
Company Secretary