

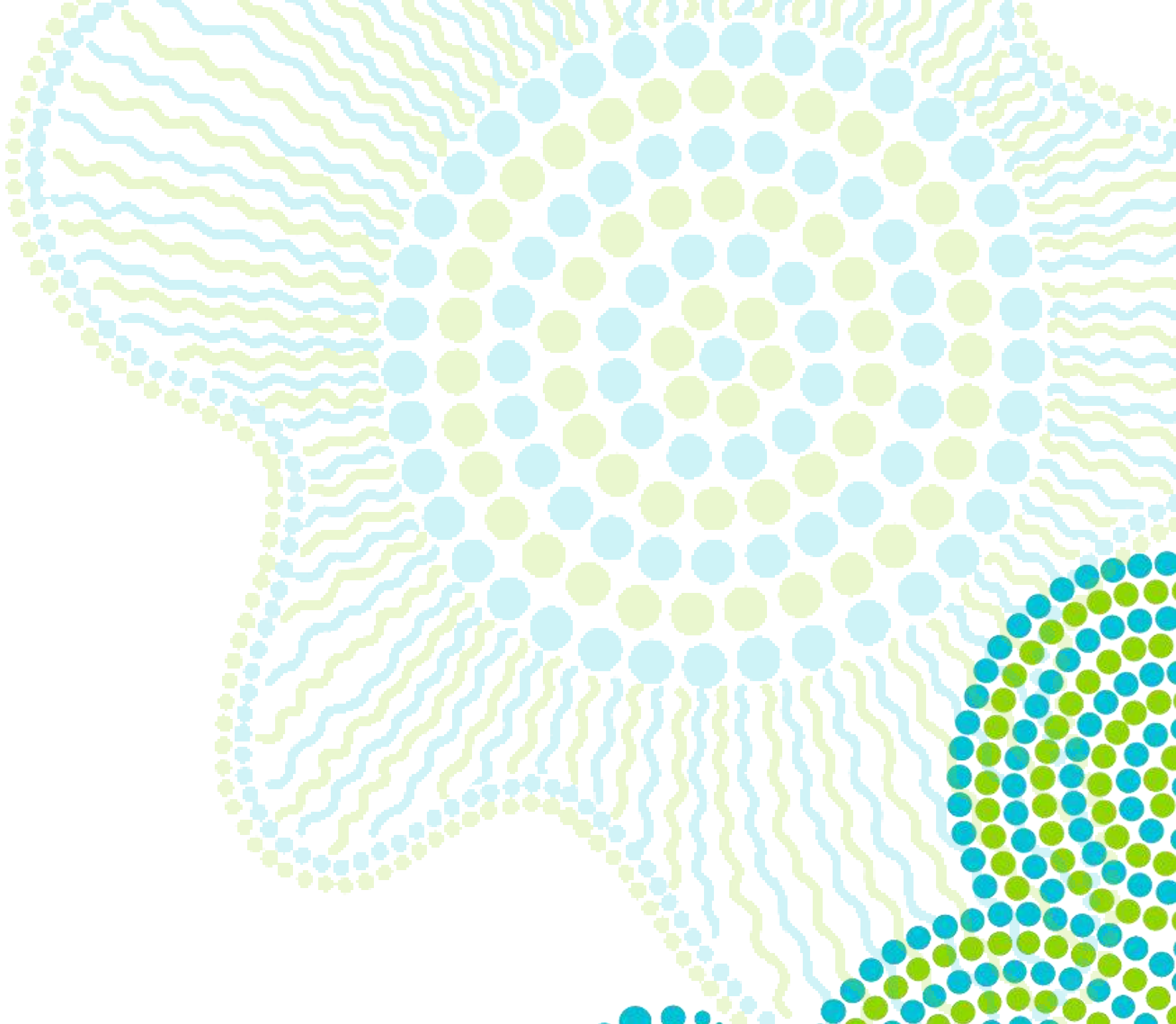
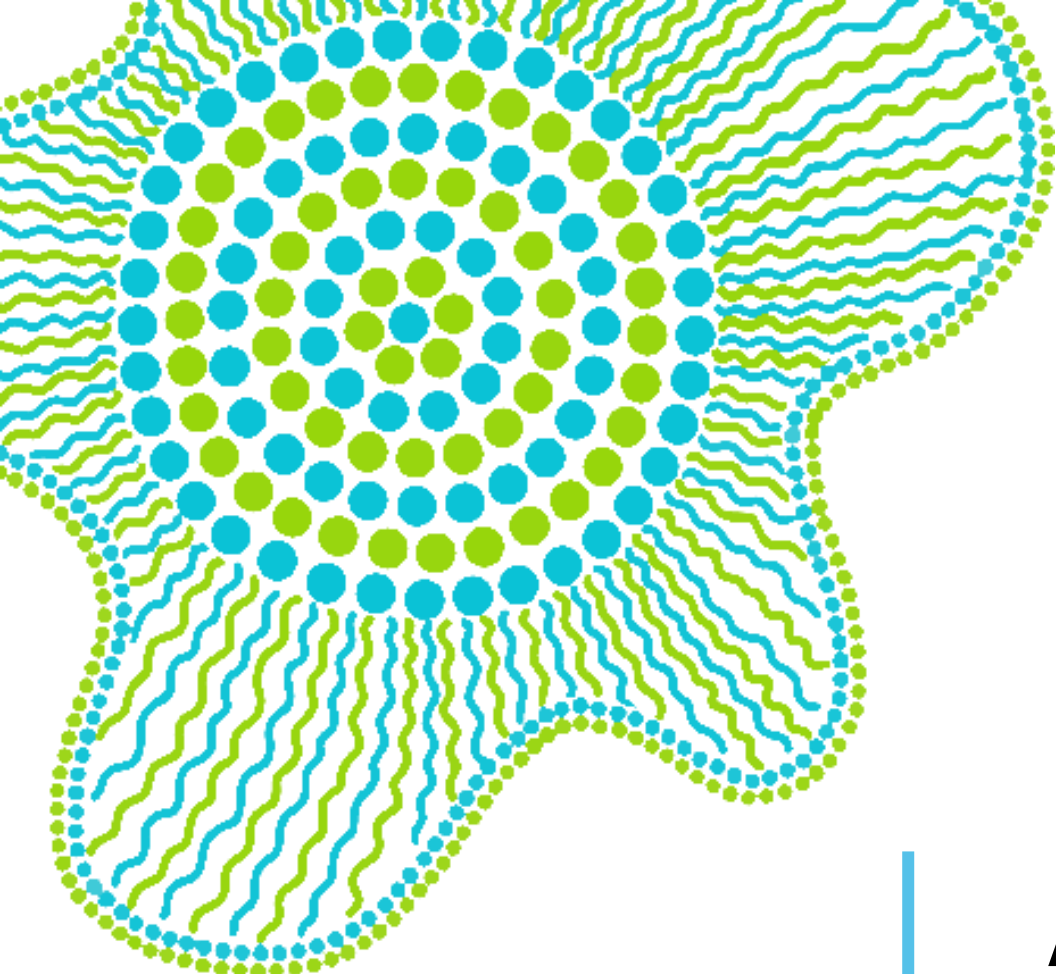
# Annual General Meeting

Downer EDI Limited



20 November 2024





# Acknowledgment of Country

Downer acknowledges Aboriginal and Torres Strait Islander peoples as the First Australians and the traditional and continuing custodians across Australia. We acknowledge and pay respect to Aboriginal and Torres Strait Islander Elders past, present, and future in maintaining their culture, their country, and spiritual connection to the land.



# Safety procedures

When notified of an emergency, which will be a beeping alarm through the speakers in this auditorium, please evacuate the building immediately via the nearest exit

## Do not use the lifts

Proceed to the designated external assembly area, which is across the road next to the multi-storey car park, as shown on the diagram on the screen

Follow the lead of Northside Conference Centre employees

**Do not re-enter the building until authorised.**



# Our Board of Directors



Mark Menhinnitt



Peter Tompkins



Teresa Handicott



Adelle Howse



Steven MacDonald



Sheridan Broadbent



Peter Barker

# Procedures and protocols





Downer



Mark Menhinnitt  
Chair address



# Peter Tompkins CEO address



# Robert Regan Poll procedure

# Item 1 - Financial Report, Directors' Report and Independent Auditor's Report

The Financial Report, Directors' Report and Independent Auditor's Report are now open for discussion.

There is no requirement for shareholders to approve these reports. Accordingly, item number one is for discussion only and there will not be a vote on this item.

I remind you that only shareholders of the Company or their duly appointed representatives or proxies are permitted to ask questions.

If you do have a question, please raise your hand and we will bring a microphone to you.



# Item 2 - Election of Director – Mr Peter Barker



“That Peter Barker who was appointed as an Independent Non-executive Director of the Company, effective 1 July 2024, in accordance with Rule 3.3 of the Company’s Constitution and being eligible, is elected as a Non-executive Director of Downer.”

Proxies received in relation to this item are displayed on the screen.

| Item                | For         | Against | Abstain | Open – useable |
|---------------------|-------------|---------|---------|----------------|
| No. of shares voted | 549,980,656 | 715,061 | 62,802  | 666,564        |
| % of voted shares   | 99.75       | 0.13    | n/a     | 0.12           |
| % of all shares     | 81.89       | 0.11    | 0.01    | 0.10           |

# Item 3 - Adoption of Remuneration Report

“That the Remuneration Report for the year ended 30 June 2024 be adopted.”

Proxies received in relation to this item are displayed on the screen.

| Item                | For         | Against    | Abstain | Open – useable |
|---------------------|-------------|------------|---------|----------------|
| No. of shares voted | 536,227,512 | 13,867,179 | 663,828 | 666,564        |
| % of voted shares   | 97.36       | 2.52       | n/a     | 0.12           |
| % of all shares     | 79.85       | 2.06       | 0.10    | 0.10           |

# Item 4 – Approval of Managing Director’s long-term incentive (LTI)



“That approval is given to the grant of performance rights pursuant to the Company’s LTI Plan and the acquisition of shares on vesting by issue or by transfer as the Managing Director’s long-term incentive for 2025 on the basis described in the Explanatory Memorandum to this Notice of Meeting.”

Proxies received in relation to this item are displayed on the screen.

| Item                | For         | Against   | Abstain | Open – useable |
|---------------------|-------------|-----------|---------|----------------|
| No. of shares voted | 549,106,524 | 1,557,488 | 100,774 | 660,297        |
| % of voted shares   | 99.60       | 0.28      | n/a     | 0.12           |
| % of all shares     | 81.76       | 0.23      | 0.02    | 0.10           |

# Item 5 - Appointment of PricewaterhouseCoopers (PWC) as auditor of the Company



“That, PricewaterhouseCoopers (PWC), having consented to act as auditor of the Company and having been appointed by the Board effective 10 April 2024, be approved as the auditor of the Company from that date and to continue in office thereafter.”

Proxies received in relation to this item are displayed on the screen.

| Item                | For         | Against | Abstain | Open – useable |
|---------------------|-------------|---------|---------|----------------|
| No. of shares voted | 550,418,846 | 218,501 | 122,172 | 665,564        |
| % of voted shares   | 99.84       | 0.04    | n/a     | 0.12           |
| % of all shares     | 81.96       | 0.03    | 0.02    | 0.10           |





Downer