

# Downer Group Annual General Meeting

4 November 2015

The logo graphic consists of a blue horizontal bar on the left, a white vertical bar on the right, and a green vertical bar below the white one, forming a stylized 'D' shape.

**Downer**

Relationships creating success

# Emergency assembly point



# Downer Group Annual General Meeting

# Mike Harding Chairman



# Grant Fenn

## CEO and Managing Director

# Resolutions



# Item 1

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To consider and receive the Financial Report, the Directors' Report and the Independent Auditor's Report of Downer for the year ended 30 June 2015.

## Item 2a

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To consider and, if thought fit, pass the following ordinary resolution:

“That Mr P S Garling, who was appointed as a Non-executive Director of the Company on 24 November 2011 and in accordance with Rule 3.6 of the Company’s Constitution and being eligible, offers himself for re-election, is elected as a Non-executive Director of Downer.”



# Item 2a - Proxies

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	Voted	%	% of all shares
FOR	337,381,382	99.6	78.0
AGAINST	626,236	0.2	0.1
ABSTAIN	1,695,850	n/a	0.4
OPEN – USABLE	839,614	0.3	0.2

## Item 2b

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To consider and, if thought fit, pass the following ordinary resolution:

“That Ms E A Howell, who was appointed as a Non-executive Director of the Company on 16 January 2012 and in accordance with Rule 3.6 of the Company’s Constitution and being eligible, offers herself for re-election, is elected as a Non-executive Director of Downer.”



# Item 2b - Proxies

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	Voted	%	% of all shares
FOR	337,761,772	99.7	78.1
AGAINST	269,146	0.1	0.1
ABSTAIN	1,679,551	n/a	0.4
OPEN – USABLE	832,613	0.3	0.2

## Item 3

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To consider, and if thought fit, pass the following ordinary resolution:

“That the Remuneration Report for the year ended 30 June 2015 be adopted.”

# Item 3 - Proxies

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	Voted	%	% of all shares
FOR	246,740,814	72.9	57.0
AGAINST	90,999,163	26.9	21.0
ABSTAIN	1,766,444	n/a	0.4
OPEN – USABLE	805,854	0.2	0.2

## Item 4

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To consider and, if thought fit, pass the following ordinary resolution:

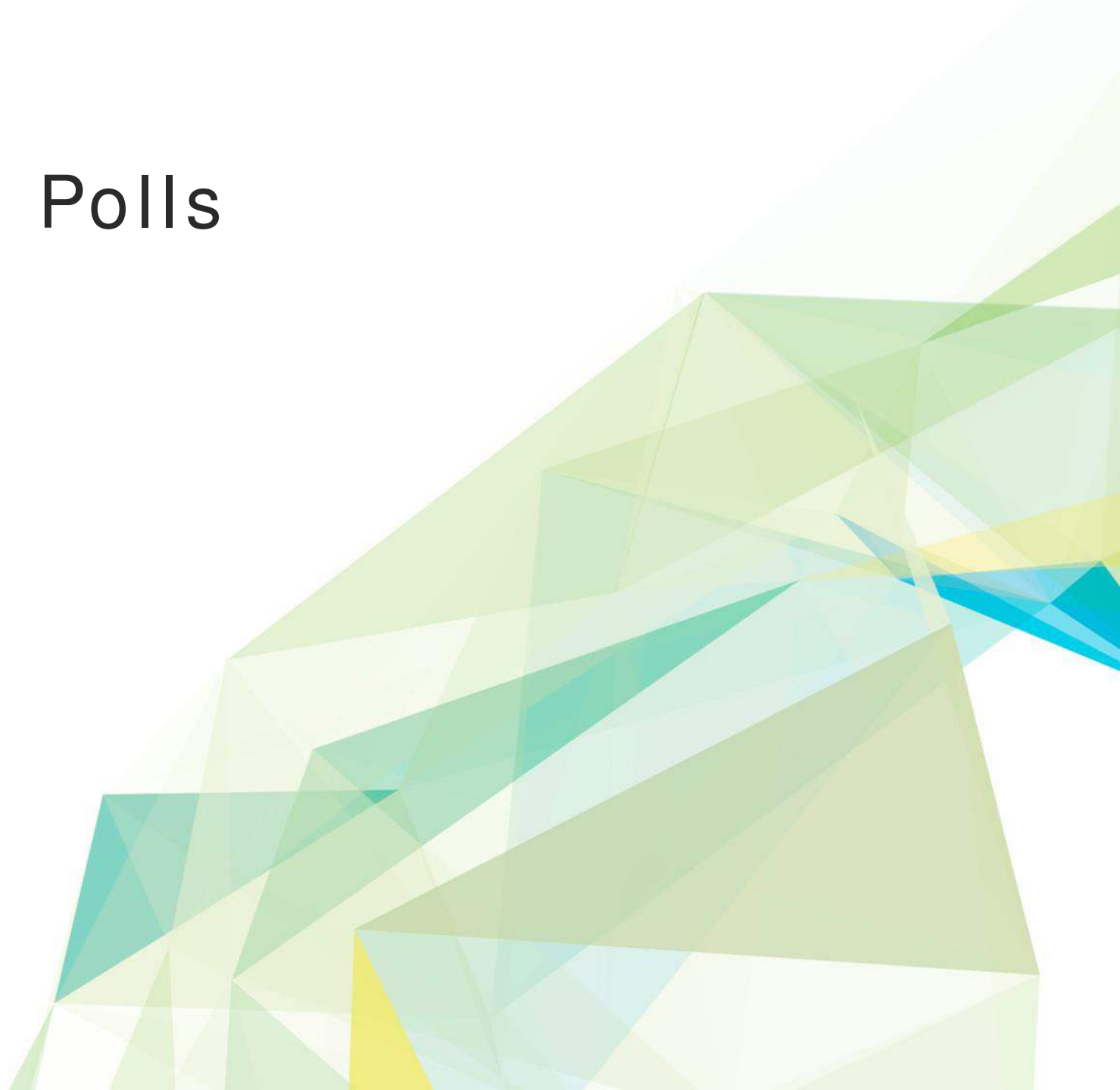
“That approval is given to the grant of performance rights pursuant to the Company’s LTI Plan and the acquisition of shares on vesting by issue or by transfer as the Managing Director’s long term incentive for 2016 on the basis described in the Explanatory Memorandum to this Notice of Meeting.”

# Item 4 - Proxies

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	Voted	%	% of all shares
FOR	336,426,058	99.4	77.8
AGAINST	1,359,467	0.4	0.3
ABSTAIN	1,976,821	n/a	0.5
OPEN – USABLE	780,736	0.2	0.2

# Polls



Please join us for  
refreshments



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