Annual General Meeting 2018

Downer
Relationships creating success

1 November 2018

Safety procedures

When notified of an emergency, which will be a voice we hear through the speakers in this auditorium, please evacuate the building immediately via the nearest exit.

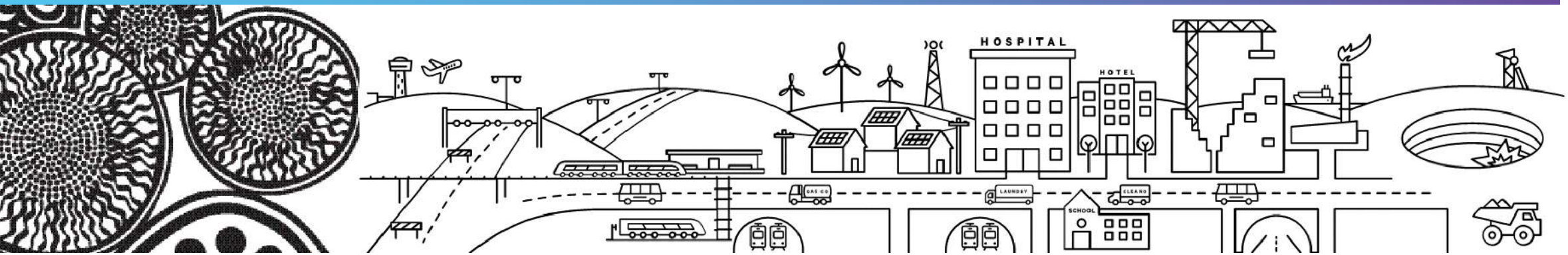
Do not use the lifts.

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.

Do not re-enter the building until authorised.

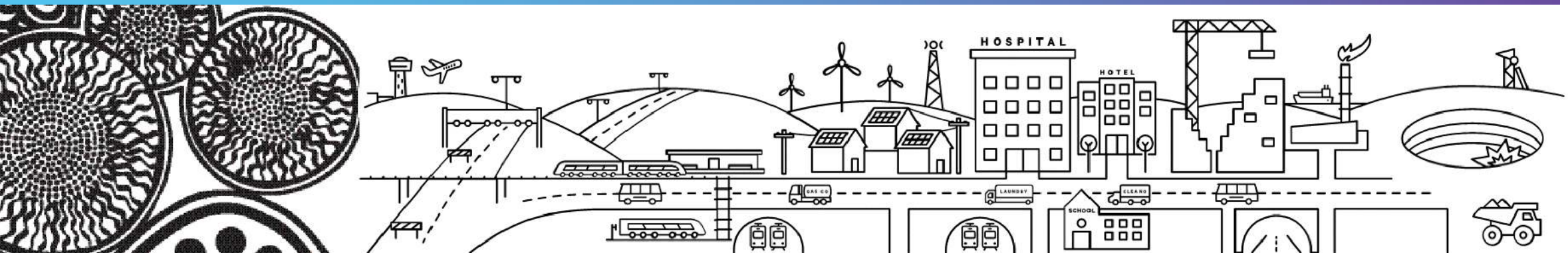
Mike Harding

Chairman



Grant Fenn

Managing Director and Chief Executive Officer



Resolutions

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Item 1: Financial Report, Directors' Report, Independent Auditors' Report

The Financial Report, Directors' Report and the 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 2A: Election of Nicole Hollows

Item 2A: Election of Nicole Hollows

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"That Ms Nicole Marie Hollows, who was appointed as an Independent Non-executive Director of the Company effective 19 June 2018, 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 motion are displayed on the screen.

	Voted	%	% of all shares
For	468,386,365	96.32	78.76
Against	17,257,814	3.55	2.90
Abstain	127,459	n/a	0.02
Open - Useable	619,517	0.13	0.10

Item 2B: Re-election of Philip Garling

–

“That Mr Philip Stuart Garling, who was appointed as an Independent 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 as a Non-executive Director of Downer.”

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

	Voted	%	% of all shares
For	433,749,583	89.21	72.94
Against	51,864,728	10.66	8.72
Abstain	156,827	n/a	0.03
Open - Useable	619,517	0.13	0.10

Item 3: Remuneration Report

“That the Remuneration Report for the year ended 30 June 2018 be adopted.”

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

	Voted	%	% of all shares
For	453,529,317	93.41	76.26
Against	31,408,443	6.47	5.28
Abstain	851,638	n/a	0.14
Open - Useable	587,757	0.12	0.10

Item 4: Managing Director's 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 transfer as the Managing Director's Long Term Incentive for 2019 on the basis described in the explanatory memorandum to the Notice of Meeting."

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

	Voted	%	% of all shares
For	468,191,114	96.42	78.73
Against	16,811,298	3.46	2.83
Abstain	796,207	n/a	0.13
Open - Useable	584,936	0.12	0.10

Polls

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Please join us
for refreshments

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