

4 November 2021

Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

RE: Results of Downer EDI Limited 2021 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 Thursday, 4 November 2021:

Item 2a	Election of Mark Chellew
Item 2b	Re-election of Philip Garling
Item 2c	Re-election of Nicole Hollows
Item 3*	Adoption of the Remuneration Report
Item 4	Approval of Managing Director's long-term incentive

* 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 Mark Chellew	525,449,401 96.94%	15,861,573 2.93%	283,807	722,082 0.13%
Re-election of Philip Garling	536,939,053 99.06%	4,378,970 0.81%	262,133	736,707 0.13%
Re-election of Nicole Hollows	536,058,427 98.89%	5,292,306 0.98%	254,438	711,692 0.13%
Adoption of the Remuneration Report	525,240,429 97.08%	15,119,430 2.79%	1,238,719	697,185 0.13%
Managing Director's long-term incentive	537,648,774 99.20%	3,637,436 0.68%	356,278	674,675 0.10%

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 Mark Chellew	526,198,852 97.07%	15,861,573 2.93%	283,709	Passed
Re-election of Philip Garling	537,703,129 99.19%	4,378,970 0.81%	262,035	Passed
Re-election of Nicole Hollows	536,797,488 99.02%	5,292,306 0.98%	254,340	Passed
Adoption of the Remuneration Report	525,963,294 97.21%	15,119,430 2.79%	1,240,310	Passed
Managing Director's long-term incentive	538,328,031 99.33%	3,658,234 0.67%	357,869	Passed

Yours faithfully,



Robert Regan
Company Secretary