

Downer Group 2019 Annual General Meeting

7 November 2019



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.



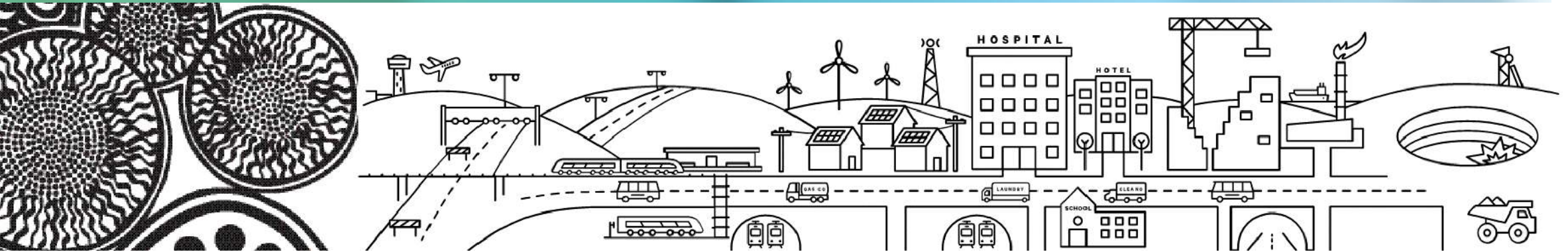
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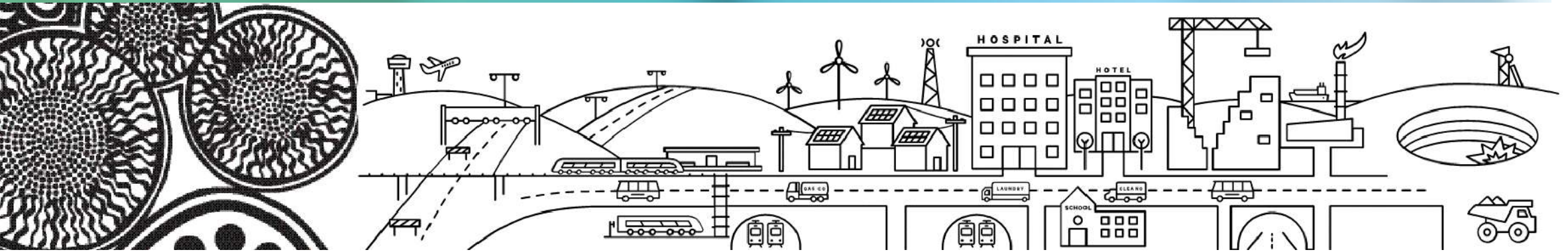
Mike Harding

Chairman



Grant Fenn

Managing Director and Chief Executive Officer



A woman with dark hair tied back, wearing a blue uniform and clear safety glasses, is focused on inspecting a mechanical component. She holds a red flashlight that illuminates the work area. The background shows a blurred industrial environment with overhead lights and structural elements. A semi-transparent blue rectangle is overlaid on the right side of the image, containing the word "Resolutions" in white text.

Resolutions

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 Peter Watson



Item 2A: Election of Peter Watson

"That Mr Peter Watson who was appointed as an Independent Non-executive Director of the Company, effective 22 May 2019 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	488,568,819	99.75	82.15
Against	622,635	0.13	0.10
Abstain	226,103	n/a	0.04
Open - Useable	584,930	0.12	0.10

Item 2B: Re-election of Teresa Handicott

“That Ms Teresa Handicott, who was appointed as an Independent Non-executive Director of the Company on 21 September 2016 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.”

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

	Voted	%	% of all shares
For	486,389,990	99.31	81.79
Against	2,812,128	0.57	0.47
Abstain	216,120	n/a	0.04
Open - Useable	584,249	0.12	0.10

Item 2C: Re-election of Grant Thorne

“That Dr Charles Grant Thorne, who was appointed as an Independent Non-executive Director of the Company on 1 July 2010 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.”

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

	Voted	%	% of all shares
For	486,433,662	99.32	81.79
Against	2,754,852	0.56	0.46
Abstain	226,050	n/a	0.04
Open - Useable	587,923	0.12	0.10

Item 3: Remuneration Report

“That the Remuneration Report for the year ended 30 June 2019 be adopted.”

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

	Voted	%	% of all shares
For	476,483,893	97.29	80.12
Against	12,706,629	2.60	2.14
Abstain	247,865	n/a	0.04
Open - Useable	547,100	0.11	0.09

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 by transfer as the Managing Director’s long-term incentive for 2019 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.

	Voted	%	% of all shares
For	484,446,066	99.05	81.46
Against	4,058,689	0.83	0.68
Abstain	924,363	n/a	0.16
Open - Useable	556,369	0.12	0.09

Item 5: Re-insertion of proportional takeover approval provisions

“That the Company modify its constitution by re-inserting clause 37 which contains proportional takeover approval provisions for the purposes of section 648D of the *Corporations Act 2001* (Cth), with effect from the close of the meeting.”

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

	Voted	%	% of all shares
For	480,299,480	98.22	80.76
Against	8,139,363	1.66	1.37
Abstain	976,368	n/a	0.16
Open - Useable	587,276	0.12	0.10

Polls



Annabelle Chaplain

Annabelle retires as Director
at the conclusion of this
meeting.





**Please join us
for refreshments**

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