

7 November 2019

Company Announcements Office
ASX Limited
Level 4, 20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

RE: Results of Downer EDI Limited 2019 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, 7 November 2019:

Item 2(a)	Election of Mr P L Watson
Item 2(b)	Re-election of Ms T G Handicott
Item 2(c)	Re-election of Dr C G Thorne
Item 3*	Adoption of the Remuneration Report
Item 4	Approval of Managing Director's long-term incentive
Item 5	Re-insertion of proportional takeover approval conditions

* This resolution is advisory only and does not bind the Directors of the Company.

The above matters were decided on a Poll.

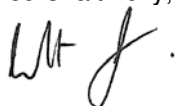
In accordance with section 251AA(1)(a) of the Corporations Act, the following Proxy Information is provided:

	TOTAL NUMBER OF PROXY VOTES			
	FOR	AGAINST	ABSTAIN	OPEN
Election of Mr P L Watson	488,568,819	622,635	226,103	584,930
Re-election of Ms T G Handicott	486,389,990	2,812,128	216,120	584,249
Re-election of Dr C G Thorne	486,433,662	2,754,852	226,050	587,923
Adoption of the Remuneration Report	476,483,893	12,706,629	247,865	547,100
Managing Director's long-term incentive	485,446,066	4,058,689	924,363	556,369
Re-insertion of proportional takeover approval conditions	480,299,480	8,129,363	976,368	587,276

In accordance with section 251AA(1)(b) of the Corporations Act, the following information in relation to the Polls is provided:

	TOTAL NUMBER OF VOTES CAST ON POLLS		
	FOR	AGAINST	ABSTAIN
Election of Mr P L Watson	490,349,478	622,635	226,103
Re-election of Ms T G Handicott	488,169,968	2,812,128	216,120
Re-election of Dr C G Thorne	488,217,314	2,754,852	226,050
Adoption of the Remuneration Report	477,087,103	12,708,429	247,865
Managing Director's long-term incentive	485,234,686	4,060,489	924,563
Re-insertion of proportional takeover approval conditions	482,082,485	8,139,363	976,368

Yours faithfully,



Robert Regan
Company Secretary