



3 November 2016

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

Dear Sir/Madam

**RE: Results of Downer EDI Limited 2016 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, 3 November 2016:

Item 2a	Election of Ms T G Handicott
Item 2b	Re-Election of Ms S A Chaplain
Item 2c	Re-Election of Dr C G Thorne
Item 3*	Adoption of the Remuneration Report for the year ended 30 June 2016
Item 4	Approval of Managing Director's long term incentive for 2017
Item 5	Renewal of Proportional Takeover Provisions

\* 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 Ms T G Handicott	322,435,686	142,491	247,814	684,077
Re-Election of Ms S A Chaplain	309,573,713	13,011,656	241,950	676,499
Re-Election of Dr C G Thorne	321,767,145	776,669	255,825	710,429
Adoption of the Remuneration Report for 2016	319,160,580	3,271,176	420,569	657,743
Managing Director's long term incentive for 2017	309,586,725	12,976,643	287,596	659,104
Renewal of Proportional Takeover Provisions	320,671,745	1,807,279	345,062	685,982

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 Ms T G Handicott	323,490,351	170,892	247,814
Re-Election of Ms S A Chaplain	310,524,021	13,040,057	241,950
Re-Election of Dr C G Thorne	322,876,563	776,669	255,825
Adoption of the Remuneration Report	319,869,266	3,306,331	434,538
Managing Director's long term incentive for 2017	310,389,714	13,015,098	291,565
Renewal of Proportional Takeover Provisions	321,681,249	1,807,279	346,387

Yours faithfully,



**Peter Tompkins**  
Company Secretary