

3 November 2022

Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

RE: Results of Downer EDI Limited 2022 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 2022:

Item 2(A)	Election of Director - Mr Mark Binns
Item 2(B)	Election of Director - Dr Adelle Howse
Item 2(C)	Election of Director - Mr Mark Menhinnitt
Item 2(D)	Re-election of Director - Ms Teresa Handicott
Item 2(E)	Re-election of Director - Mr Peter Watson
Item 3*	Adoption of the Remuneration Report
Item 4	Approval of Managing Director's Long-Term Incentive (LTI)
Item 5	Renewal of Proportional Takeover Approval Provisions
Item 6	Increase of Non-Executive Director Fee Limit

* 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 Director - Mr Mark Binns	533,433,916 99.46%	2,178,845 0.40%	115,689	749,793 0.14%
Election of Director - Dr Adelle Howse	535,244,939 99.79%	370,450 0.07%	100,296	762,558 0.14%
Election of Director - Mr Mark Menhinnitt	533,238,220 99.42%	2,373,538 0.44%	112,930	753,555 0.14%
Re-election of Director - Ms Teresa Handicott	522,637,636 97.44%	12,908,405 2.40%	84,910	847,292 0.16%
Re-election of Director - Mr Peter Watson	530,589,917 98.93%	5,030,111 0.93%	107,757	750,458 0.14%
Adoption of the Remuneration Report	236,477,005 44.10%	298,986,271 55.76%	280,576	712,291 0.14%
Approval of Managing Director's Long-Term Incentive (LTI)	532,738,659 99.32%	2,882,895 0.54%	141,121	715,568 0.14%
Renewal of Proportional Takeover Approval Provisions	530,285,039 98.87%	5,291,325 0.99%	142,779	759,090 0.14%
Increase of Non-Executive Director Fee Limit	532,499,292 99.28%	3,112,076 0.58%	142,163	724,712 0.14%

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 Director - Mr Mark Binns	535,061,582 99.59%	2,178,845 0.41%	115,689	Passed
Election of Director - Dr Adelle Howse	536,885,370 99.93%	370,450 0.07%	100,296	Passed
Election of Director - Mr Mark Menhinnitt	534,869,648 99.56%	2,373,538 0.44%	112,930	Passed
Re-election of Director - Ms Teresa Handicott	524,362,801 97.60%	12,908,405 2.40%	84,910	Passed
Re-election of Director - Mr Peter Watson	532,218,248 99.06%	5,030,111 0.94%	107,757	Passed
Adoption of the Remuneration Report [^]	237,200,579 44.24%	299,008,34 55.76%	280,776	Not Passed
Approval of Managing Director's Long-Term Incentive (LTI)	533,520,690 99.46%	2,898,296 0.54%	141,321	Passed
Renewal of Proportional Takeover Approval Provisions	531,922,002 99.02%	5,291,325 0.98 %	142,779	Passed
Increase of Non-Executive Director Fee Limit	533,249,363 99.42%	3,120,243 0.58%	172,701	Passed

[^] As more than 25% of the votes were cast against this resolution, this constitutes a first strike for the purposes of the *Corporations Act 2001* (Cth).

Yours sincerely,
Downer EDI Limited



Robert Regan
Company Secretary

Authorised for release by Downer's Group General Counsel and Company Secretary, Robert Regan.