2026
Annual General Meeting

11 November 2026



Downer

Acknowledgment of Country

Downer acknowledges Aboriginal and Torres Strait Islander peoples as the First Australians and the traditional and continuing custodians across Australia. We acknowledge and pay respect to Aboriginal and Torres Strait Islander Elders past, present, and future in maintaining their culture, their country, and spiritual connection to the land.



Safety procedures

When notified of an emergency, which will be a beeping alarm 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

Follow the lead of Northside Conference Centre employees

Do not re-enter the building until authorised.



Our Board of Directors



Mark Menhinnitt



Peter Tompkins



Adelle Howse



Steven MacDonald



Sheridan Broadbent



Peter Barker



Kerry Gleeson

Procedures and protocols





Mark Menhinnitt

Chair's address



Peter Tompkins

CEO's report



Robert Regan

Poll procedure

Financial Report, Directors' Report and Independent Auditor's Report

Item 1

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. If you are viewing online, you can submit your question via the Q&A icon.



Item 2A – Re-election of Director: Sheridan Broadbent



Sheridan Broadbent

"That Sheridan Broadbent, who was appointed as a Non-executive Director of the Company on 2 October 2023 and in accordance with Rule 3.6 of the Company's Constitution, retires and being eligible, offers herself for re-election, is re-elected as a Non-executive Director of Downer."

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

Item 2A
Re-election of Sheridan Broadbent

Item	For	Against	Abstain	Open – useable
Voted (No. shares)	550,853,067	1,212,646	34,957	520,374
% of voted shares	99.68%	0.22%	N/A	0.10%
% of all shares	85.61%	0.19%	0.01%	0.08%

Item 2B – Re-election of Director: Steven MacDonald



Steven MacDonald

"That Steven MacDonald, who was appointed as a Non-executive Director of the Company on 1 September 2023 and in accordance with Rule 3.6 of the Company's Constitution, retires and being eligible, offers himself for re-election, is re-elected as a Non-executive Director of Downer."

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

Item 2B
Election of Steven MacDonald

Item	For	Against	Abstain	Open – useable
Voted (No. shares)	549,565,361	2,495,677	39,632	520,374
% of voted shares	99.45%	0.45%	N/A	0.10%
% of all shares	85.41%	0.39%	0.01%	0.08%

Item 3 – Adoption of Remuneration Report

"That the Remuneration Report for the year ended 30 June 2026 be adopted."

Item 3
Adoption of Remuneration Report

Item	For	Against	Abstain	Open – useable
Voted (No. shares)	548,201,971	3,798,992	98,646	519,435
% of voted shares	99.21%	0.69%	N/A	0.10%
% of all shares	85.20%	0.59%	0.02%	0.08%

Item 4 – Approval of Managing Director's Long-Term Incentive (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 2027 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.

Item 4
Approval of Managing Director's LTI

Item	For	Against	Abstain	Open – useable
Voted (No. shares)	548,626,302	3,393,277	83,361	518,104
% of voted shares	99.29%	0.61%	N/A	0.10%
% of all shares	85.27%	0.53%	0.01%	0.08%

Polls



Downer

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