5 November 2020

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

Dear Sir/Madam

RE: Results of Downer EDI Limited 2020 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, 5 November 2020:

Item 2	Re-election of Mr R M Harding
Item 3*	Adoption of the Remuneration Report
Item 4	Approval of Managing Director's long-term incentive

* 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:

	TOTAL NUMBER OF PROXY VOTES			
	FOR	**AGAINST**	**ABSTAIN**	**OPEN**
Re-election of Mr R M Harding	531,337,565	25,877,801	2,991,428	724,858
Adoption of the Remuneration Report	553,912,200	3,735,543	2,562,383	687,891
Managing Director's long-term incentive	514,989,777	2,830,872	42,430,427	680,867

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		
	FOR	**AGAINST**	**ABSTAIN**
Re-election of Mr R M Harding	532,080,371	25,881,101	2,993,135
Adoption of the Remuneration Report	554,619,009	3,739,273	2,562,690
Managing Director's long-term incentive	515,688,503	2,834,172	42,431,916

Yours faithfully,

Robert Regan
Company Secretary