

Media/ASX and NZX Release

5 September 2017

RESOLUTION UNDER SECTION 249N OF THE CORPORATIONS ACT

Downer EDI Limited (**Downer**) advises that as required by ASX Listing Rule 3.17A, it has received notification from shareholders seeking to requisition a special resolution for consideration at Downer's Annual General Meeting to be held on 2 November 2017.

The proposed resolution seeks to amend Downer's constitution by adding a requirement that *"in the exercise of their powers and duties pursuant to clause 5.1(a) the Directors shall ensure the business of the company is managed in a manner consistent with the objective of holding global warming to below two degrees Celsius above preindustrial levels"*.

The proposed resolution has been requisitioned by shareholders representing approximately 0.0035 percent of Downer's shares on issue.

Downer's Notice of Meeting will be published in September 2017. Downer is assessing the proposed resolution. If the proposed resolution is valid, it will be included in the Notice of Meeting together with a recommendation from the Board on how to vote.

About Downer

Downer EDI Limited ("**Downer**") is a leading provider of services to customers in markets including: Transport Services; Rail; Mining; Utilities Services; Technology and Communications Services; and Engineering, Construction & Maintenance. We build strong relationships of trust with our customers, truly understanding and predicting their needs and bringing them world leading insights and solutions. Downer employs about 19,000 people across more than 200 sites and projects, mostly in Australia and New Zealand, but also in the Asia-Pacific region, South America and Southern Africa. For more on Downer, visit: www.downergroup.com.

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