

7 November 2019

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

Dear Sir/Madam

**RE: Results of Downer EDI Limited 2019 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, 7 November 2019:

Item 2(a)	Election of Mr P L Watson
Item 2(b)	Re-election of Ms T G Handicott
Item 2(c)	Re-election of Dr C G Thorne
Item 3*	Adoption of the Remuneration Report
Item 4	Approval of Managing Director's long-term incentive
Item 5	Re-insertion of proportional takeover approval conditions

\* 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 Mr P L Watson	488,568,819	622,635	226,103	584,930
Re-election of Ms T G Handicott	486,389,990	2,812,128	216,120	584,249
Re-election of Dr C G Thorne	486,433,662	2,754,852	226,050	587,923
Adoption of the Remuneration Report	476,483,893	12,706,629	247,865	547,100
Managing Director's long-term incentive	485,446,066	4,058,689	924,363	556,369
Re-insertion of proportional takeover approval conditions	480,299,480	8,129,363	976,368	587,276

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 Mr P L Watson	490,349,478	622,635	226,103
Re-election of Ms T G Handicott	488,169,968	2,812,128	216,120
Re-election of Dr C G Thorne	488,217,314	2,754,852	226,050
Adoption of the Remuneration Report	477,087,103	12,708,429	247,865
Managing Director's long-term incentive	485,234,686	4,060,489	924,563
Re-insertion of proportional takeover approval conditions	482,082,485	8,139,363	976,368

Yours faithfully,



**Robert Regan**  
Company Secretary