

10 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:

	INSTRUCTIONS GIVEN TO VALIDLY APPOINTED PROXIES			
	FOR	AGAINST	ABSTAIN	OPEN
Re-election of Mr R M Harding	531,337,565 95.24%	25,877,801 4.63%	2,991,428	724,858 0.13%
Adoption of the Remuneration Report	553,912,200 99.21%	3,735,543 0.67%	2,562,383	687,891 0.12%
Managing Director's long-term incentive	514,989,777 99.32%	2,830,872 0.55%	42,430,427	680,867 0.13%

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	
Re-election of Mr R M Harding	532,080,371 95.36%	25,881,101 4.64%	2,993,135	Passed
Adoption of the Remuneration Report	554,619,009 99.33%	3,739,273 0.67%	2,562,690	Passed
Managing Director's long-term incentive	515,688,503 99.45%	2,834,172 0.55%	42,431,916	Passed

Yours faithfully,



Robert Regan
Company Secretary