

11 November 2025

ASX Market Announcements Office  
ASX Limited  
Level 27, 39 Martin Place  
Sydney NSW 2000

Dear Officer

**RE: Results of Downer EDI Limited 2025 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 Tuesday, 11 November 2025:

Item 2A	Election of Director – Kerry Gleeson
Item 2B	Election of Director – Annette Carey
Item 2C	Re-election of Director – Adelle Howse
Item 2D	Re-election of Director – Mark Menhinnitt
Item 3*	Adoption of the Remuneration Report
Item 4	Approval of Managing Director’s Long-Term Incentive (LTI)
Item 5	Reinsertion of Proportional Takeover Approval Provisions

\* 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	
Election of Director – Kerry Gleeson	557,138,510	99.25%	3,661,280	0.65%	180,553	577,871	0.10%
Election of Director – Annette Carey	560,603,113	99.87%	197,518	0.03%	181,145	576,438	0.10%
Re-election of Director – Adelle Howse	556,686,392	99.16%	4,156,363	0.74%	133,338	582,121	0.10%
Re-election of Director – Mark Menhinnitt	551,877,329	98.31%	8,963,215	1.59%	139,696	577,974	0.10%
Adoption of the Remuneration Report	552,816,796	98.49%	7,869,447	1.40%	214,085	606,758	0.11%
Approval of Managing Director’s Long-Term Incentive (LTI)	559,441,774	99.68%	1,280,760	0.22%	219,822	565,320	0.10%
Reinsertion of Proportional Takeover Approval Provisions	560,068,959	99.77%	672,065	0.12%	206,818	610,372	0.11%

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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	RESULT
Election of Director – Kerry Gleeson	557,819,990	99.35%	3,661,280	0.65%	180,553	Passed
Election of Director – Annette Carey	561,283,160	99.97%	197,518	0.03%	181,145	Passed
Re-election of Director – Adelle Howse	557,372,122	99.26%	4,156,363	0.74%	133,338	Passed
Re-election of Director – Mark Menhinnitt	552,558,912	98.41%	8,963,215	1.59%	139,696	Passed
Adoption of the Remuneration Report	553,462,978	98.60%	7,869,447	1.40%	214,085	Passed
Approval of Managing Director’s Long-Term Incentive (LTI)	560,046,818	99.78%	1,280,760	0.22%	219,822	Passed
Reinsertion of Proportional Takeover Approval Provisions	560,782,940	99.88%	672,065	0.12%	206,818	Passed

Yours sincerely,  
**Downer EDI Limited**



**Robert Regan**  
 Company Secretary

*Authorised for release by Downer’s Group General Counsel and Company Secretary, Robert Regan.*