



7 November 2012

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

Dear Sir/Madam

**RE: Results of Downer EDI 2012 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 Wednesday, 7 November 2012:

Item 2a	Election of Mr P S Garling
Item 2b	Election of Ms E A Howell
Item 2c	Election of Ms K G Sanderson
Item 3*	Adoption of the Remuneration Report for the year ended 30 June 2012
Item 4	Grant of restricted shares as the Managing Director's long term incentive for 2013

\* 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 S GARLING	329,276,013	1,730,103	412,493	994,850
ELECTION OF MS E A HOWELL	328,899,162	2,123,275	385,568	997,152
ELECTION OF MS K G SANDERSON	328,870,310	2,153,132	384,350	997,366
ADOPTION OF THE REMUNERATION REPORT	308,567,441	22,518,836	391,010	932,714
MANAGING DIRECTOR'S LONG TERM INCENTIVE	308,578,099	22,600,191	313,062	922,111

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
RE-ELECTION OF MR P S GARLING	330,700,309	1,749,103	412,493
ELECTION OF MS E A HOWELL	330,325,760	2,142,275	385,568
ELECTION OF MS K G SANDERSON	330,297,122	2,172,132	384,350
ADOPTION OF THE REMUNERATION REPORT	309,338,740	22,959,853	410,010
MANAGING DIRECTOR'S LONG TERM INCENTIVE	309,477,330	23,070,933	313,062

Yours faithfully,



**Peter Tompkins**  
Company Secretary