



30 October 2008

Company Announcements Platform
Australian Securities Exchange and New Zealand Stock Exchange

DOWNER EDI LIMITED – ANNUAL GENERAL MEETING

In accordance with Listing Rule 3.13.2, it is confirmed that each of the resolutions put to the Annual General Meeting of Downer EDI Limited held on Thursday, 30 October 2008 was passed on a show of hands. The resolutions related to the following matters:

Ordinary Business

- | | |
|---------------------|----------------------------------------------------------------------------|
| Resolution 1 | Adopt the Financial Statements and Reports for the year ended 30 June 2008 |
| Resolution 2 | Re-election of Mr J Humphrey |
| Resolution 3 | Election of Mr G Knox |
| Resolution 4 | Election of Ms A Chaplain |
| Resolution 5 | Election of Mr M Harding |
| Resolution 6 | Adopt the Remuneration Report* |

Special Business

- | | |
|---------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| Resolution 7 | Increase in the maximum total of directors' fees that may be payable by the Company to the non-executive directors from \$800,000 to \$2,000,000. |
|---------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

I also attach the information required by section 251AA of the Corporations Act to be notified by Downer EDI Limited to the Australian Stock Exchange Limited in respect of these resolutions.

* This resolution is advisory only and does not bind the Directors of the Company.

Yours faithfully

Bruce Crane
Company Secretary

ANNUAL GENERAL MEETING

30 OCTOBER 2008

Disclosure of Proxy Votes

In accordance with section 251AA of the Corporations Act, the following information is provided to Australian Stock Exchange Limited in relation to resolutions passed by members of Downer EDI Limited at its Annual General Meeting held on 30 October 2008.

| RESOLUTION NUMBER | Resolution 1 Financial Statements | Resolution 2 Re-election of Mr J Humphrey | Resolution 3 Election of Mr G Knox | Resolution 4 Election of Ms S Chaplain | Resolution 5 Election of Mr M Harding | Resolution 6 Remuneration Report | Resolution 7 Directors' fees cap increase |
|------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------|------------------------------------------|----------------------------------------------|---------------------------------------------|----------------------------------------|-------------------------------------------------|
| DECIDED BY SHOW OF HANDS (S) OR POLL (P) | S | S | S | S | S | S | S |
| TOTAL NUMBER OF PROXY VOTES EXERCISABLE BY PROXIES VALIDLY APPOINTED | 191,676,533 | 191,677,893 | 191,677,893 | 191,677,893 | 191,677,387 | 191,675,094 | 190,911,247 |
| TOTAL NUMBER OF PROXY VOTES IN RESPECT OF WHICH THE APPOINTMENTS SPECIFIED THAT: | | | | | | | |
| <ul style="list-style-type: none"> ▪ THE PROXY IS TO VOTE FOR THE RESOLUTION | 181,580,831 | 185,180,191 | 186,670,395 | 188,335,860 | 188,485,426 | 162,166,079 | 174,507,672 |
| <ul style="list-style-type: none"> ▪ THE PROXY IS TO VOTE AGAINST THE RESOLUTION | 74,983 | 5,122,496 | 3,653,690 | 1,950,591 | 1,771,581 | 21,405,662 | 14,425,717 |
| <ul style="list-style-type: none"> ▪ THE PROXY IS TO ABSTAIN ON THE RESOLUTION | 8,790,314 | 123,953 | 103,203 | 145,700 | 164,529 | 6,950,701 | 1,669,219 |
| <ul style="list-style-type: none"> ▪ THE PROXY MAY VOTE AT THE PROXY'S DISCRETION | 1,230,405 | 1,251,253 | 1,250,605 | 1,245,742 | 1,255,851 | 1,152,652 | 308,639 |
| TOTAL VOTES CAST ON A POLL IN FAVOUR OF THE RESOLUTION | - | - | - | - | - | - | - |
| TOTAL VOTES CAST ON A POLL IN AGAINST OF THE RESOLUTION | - | - | - | - | - | - | - |
| TOTAL VOTES CAST ON A POLL ABSTAINING ON THE RESOLUTION | - | - | - | - | - | - | - |
| TOTAL VOTES EXERCISABLE BY PROXIES WHICH WERE NOT CAST | - | - | - | - | - | - | - |