



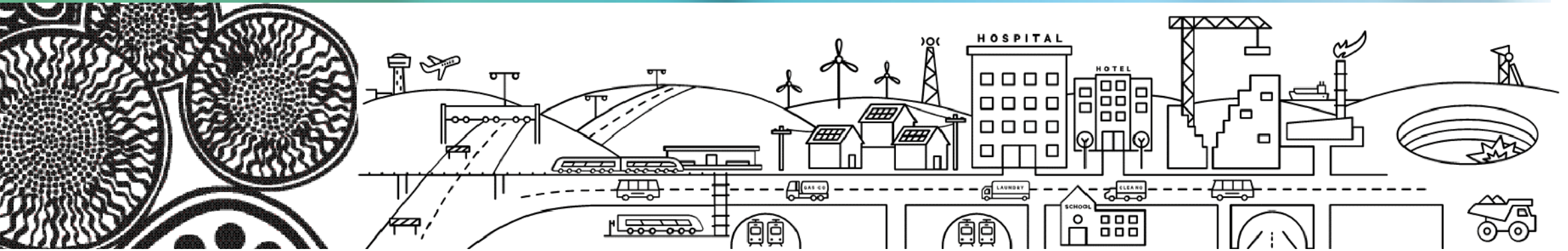
Downer
Relationships creating success

Downer Group 2020 Annual General Meeting

5 November 2020

Mike Harding

Chairman



Housekeeping

To ask a question

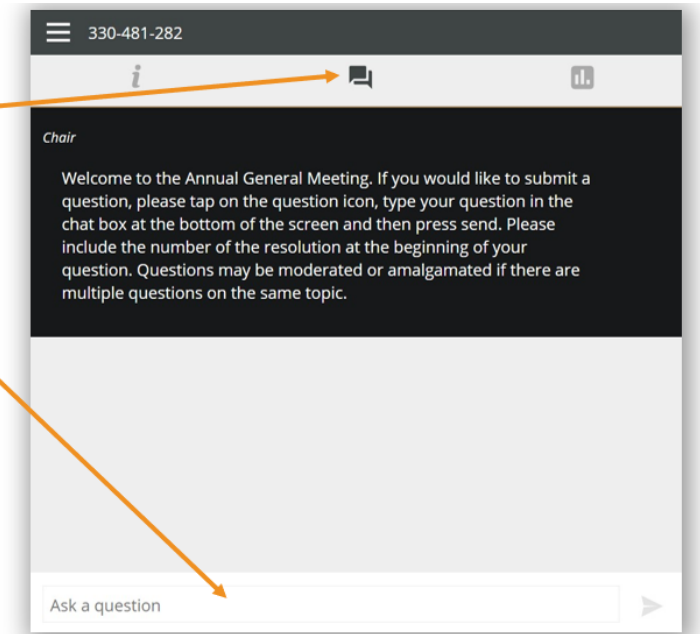
When the Question function is available, the Q&A icon will appear at the top of the app



To send in a question, click in the 'Ask a question' box, type your question and press the send arrow



Your question will be sent immediately for review



To vote

When the poll is open, the vote will be accessible by selecting the voting icon at the top of the screen



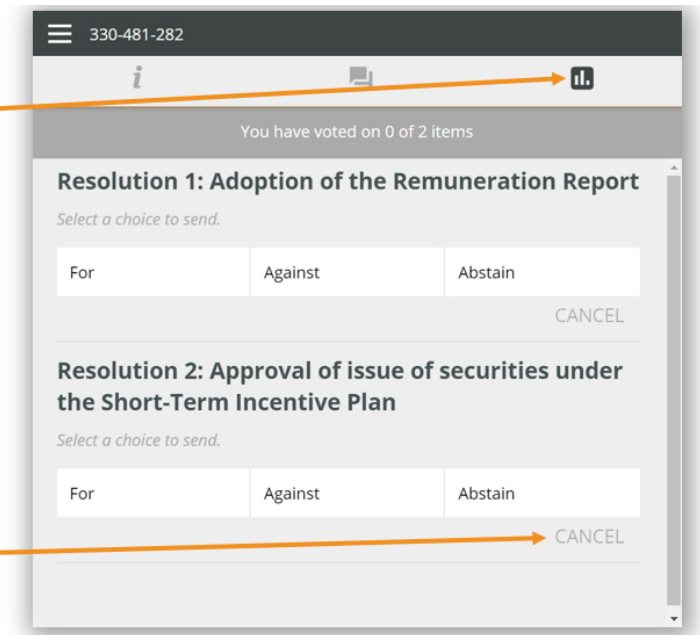
To vote simply select the direction in which you would like to cast your vote. The selected option will change colour

For

Against

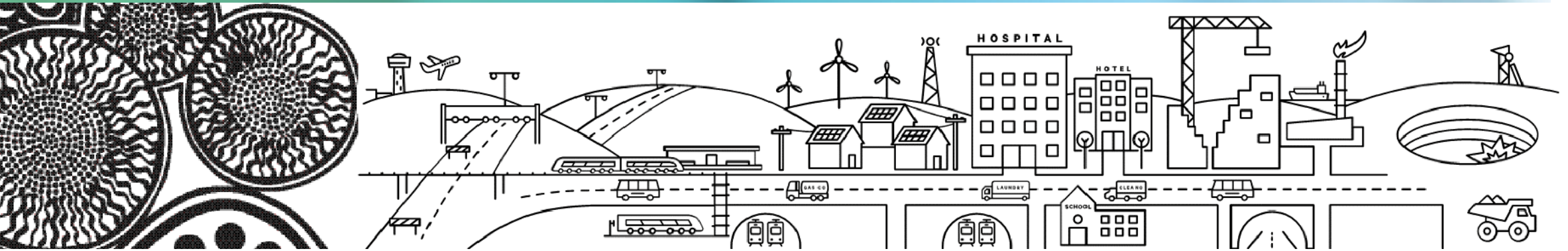
Abstain

There is no submit or send button, your selection is automatically recorded. You can change your mind or cancel your vote any time before the poll is closed



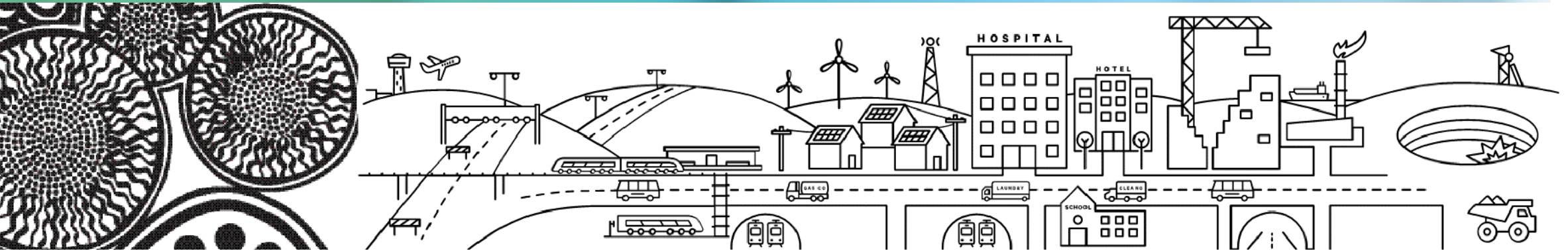
Mike Harding

Chairman



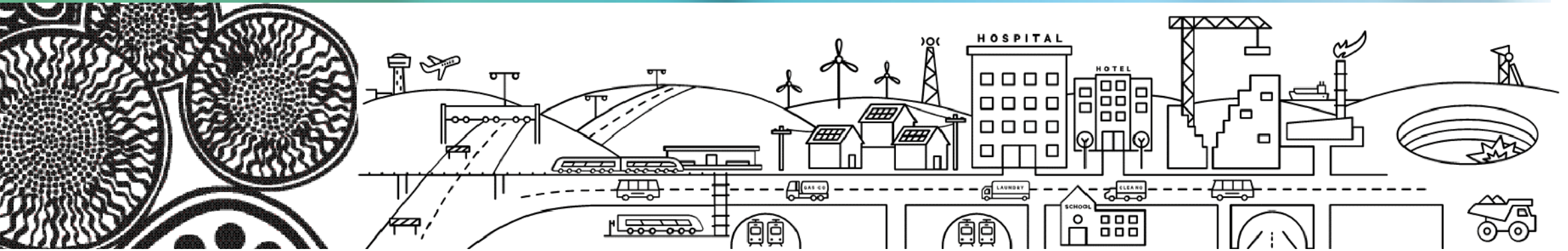
Grant Fenn

Managing Director and Chief Executive Officer



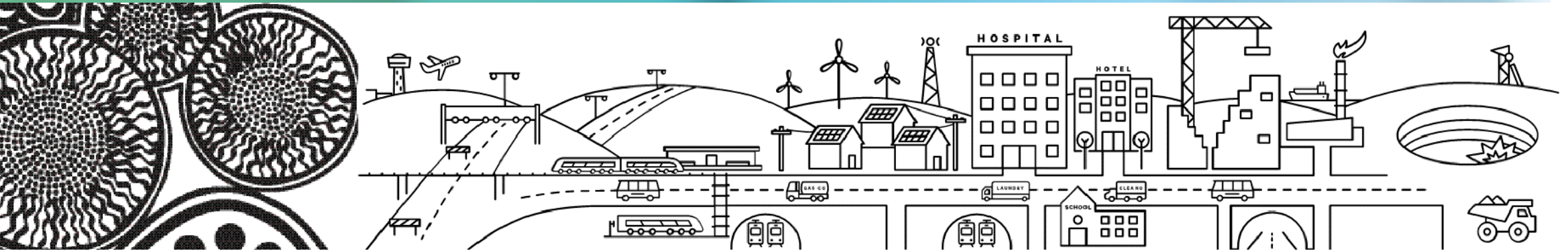
Mike Harding

Chairman



Robert Regan

Company Secretary



Item 1: Financial Report, Directors' Report, Independent Auditors' Report

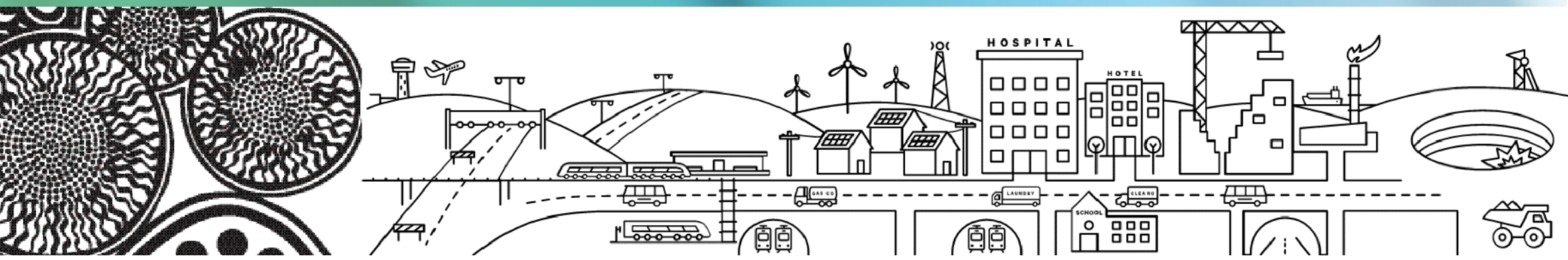
The Financial Report, Directors' Report and the Independent Auditor's Report are now open for discussion.

There is no requirement for shareholders to approve these reports. Accordingly, item number one is for discussion only and there will not be a vote on this item.

I remind you that only shareholders of the company or their duly appointed representatives or proxies are permitted to ask questions.

Teresa Handicott

Non-executive Director



Item 2: Re-election of Mike Harding

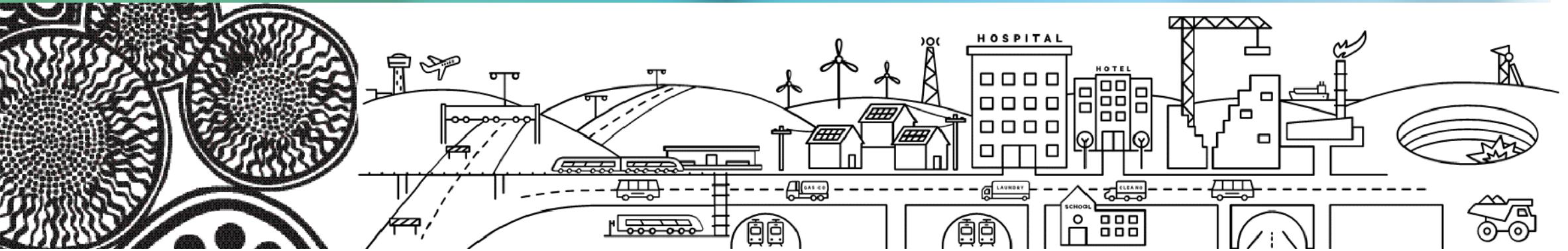
“That Mr Mike Harding, who was appointed as an Independent Non-executive Director of the Company on 1 July 2008 and in accordance with Rule 3.6 of the Company’s Constitution and being eligible, offers himself for re-election, is elected as a Non-executive Director of Downer.”

Proxies received in relation to this motion are displayed on the screen.

	Voted	%	% of all shares
For	531,337,565	95.24	75.77
Against	25,877,801	4.63	3.69
Abstain	2,991,428	N/A	0.43
Open - Useable	724,858	0.13	0.10

Mike Harding

Chairman



Item 3: Adoption of Remuneration Report

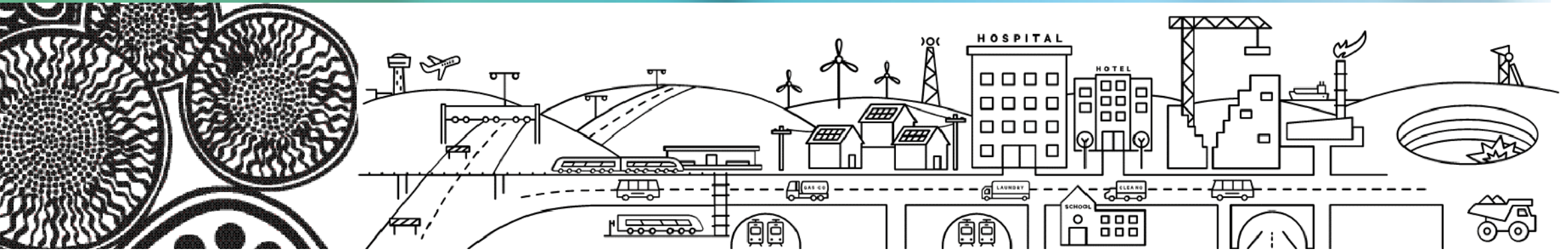
“That the Remuneration Report for the year ended 30 June 2020 be adopted.”

Proxies received in relation to this item are displayed on the screen.

	Voted	%	% of all shares
For	553,912,200	99.21	78.98
Against	3,735,543	0.67	0.53
Abstain	2,562,383	N/A	0.37
Open - Useable	687,891	0.12	0.10

Mike Harding

Chairman



Item 4: Approval of Managing Director's LTI

“That approval is given to the grant of performance rights pursuant to the Company’s LTI Plan and the acquisition of shares on vesting by issue or by transfer as the Managing Director’s long-term incentive for 2021 on the basis described in the Explanatory Memorandum to this Notice of Meeting.”

Proxies received in relation to this item are displayed on the screen.

	Voted	%	% of all shares
For	514,989,777	99.32	73.43
Against	2,830,872	0.55	0.40
Abstain	42,430,427	N/A	6.05
Open - Useable	680,867	0.13	0.10

Polls





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