



Notice of Annual General Meeting 2007

Notice of Annual General Meeting 2007 To: The Shareholders

Notice is hereby given that the Annual General Meeting of the shareholders of Downer EDI Limited ("Company") will be held at:

**Ballroom 2
Shangri-La Hotel Sydney
176 Cumberland Street
The Rocks, Sydney 2000**

on Friday 2 November 2007 commencing at 10.00am to transact the following:

Ordinary Business

- 1 To receive and consider the Financial Statements and Reports of the directors and auditor for the year ended 30 June 2007.
- 2 To re-elect director:

Mr Barry O'Callaghan retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election.
- 3 To re-elect director:

Mr Peter Jollie retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election.
- 4 To re-elect director:

Mr Brent Waldron who was appointed by the Board to fill a casual vacancy retires in accordance with the Constitution of the Company and, being eligible, offers himself for re-election.

Information about the directors appears in the 2007 Concise Annual Report.

- 5 To adopt the remuneration report for the year ended 30 June 2007.

Note: Pursuant to section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and is not binding on the Board or the Company.

Invitation

After the meeting all shareholders are invited to join the directors for light refreshments.

Proxies

- 1 A proxy form is attached.
- 2 A member entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies.
- 3 Where more than one proxy is appointed, each proxy should be appointed to represent a specified proportion of the member's voting rights. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
- 4 You may appoint either an individual or a body corporate as your proxy. A proxy need not be a member of the Company.
- 5 A proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be signed either under seal or in accordance with the constitution of the corporation.
- 6 The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of the power of attorney or authority) must be received, not later than 48 hours before the time for holding the meeting, and should be sent to the office of the Company's Share Registry:

**Computershare Investor Services
Pty Limited
Reply Paid 2988
ADELAIDE SA 5001
AUSTRALIA
F (08) 8236 2305**

Eligibility to Vote

For the purpose of the meeting, shares will be taken to be held by persons who are registered as members as at 10.00 am (Sydney time) on Wednesday 31 October 2007. Accordingly, transactions registered after that time will be disregarded in determining members entitled to attend and vote at the meeting.

EXPLANATORY NOTES

Resolution 1 – to consider and receive the financial statements and reports for the year ended 30 June 2007

It is intended to provide shareholders as a whole with a reasonable opportunity to raise questions on the financial statements and reports of the directors and auditor and on the performance of the Company and to ask the auditor questions relevant to the auditor.

The Directors unanimously recommend that shareholders vote in favour of this resolution. The Chairman intends to vote undirected proxies in favour of this resolution.

Resolution 2 – re-election of Mr. Barry O'Callaghan as a director

Information concerning Mr. O'Callaghan is contained on page 38 of the Concise Annual Report.

The Directors, in the absence of Barry O'Callaghan, unanimously recommend that shareholders vote in favour of this resolution. The Chairman intends to vote undirected proxies in favour of this resolution.

Resolution 3 – re-election of Mr. Peter Jollie as a director

Information concerning Mr Jollie is contained on page 38 of the Concise Annual Report.

The Directors, in the absence of Peter Jollie, unanimously recommend that shareholders vote in favour of this resolution. The Chairman intends to vote undirected proxies in favour of this resolution.

Resolution 4 – re-election of Mr Brent Waldron as a director

Information concerning Mr Waldron is contained on page 38 of the Concise Annual Report.

The Directors, in the absence of Brent Waldron, unanimously recommend that shareholders vote in favour of this resolution. The Chairman intends to vote undirected proxies in favour of this resolution.

Resolution 5 – adoption of remuneration report (non-binding resolution)

The remuneration report is contained on pages 49 to 53 of the Concise Annual Report. Under section 250R(2) of the Corporations Act, a resolution that the remuneration report be adopted must be put to the vote of the shareholders at the AGM. This resolution is advisory only and will not bind the Board or the Company.

Shareholders as a whole will be given a reasonable opportunity to ask questions about, or make comments on, the remuneration report.

By Order of the Board
Stephen Mockett, Secretary
Sydney, 28 September 2007

Appointment of Proxy

I/we being members of Downer EDI Limited and entitled to attend and vote hereby appoint

☐ The Chairman of the Meeting
(mark with an "X") **OR**

Write here the name of the person
you are appointing if this person **is someone
other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting of shareholders on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Meeting of shareholders to be held on Friday, 2 November 2007 at 10.00am and at any adjournment of that meeting.

If two proxies are to be appointed please indicate below, the number or percent of shares to be exercised in respect of this form.

No. of Shares _____ or Percentage _____

Voting Instructions: If you wish to instruct your proxy how to vote insert "X" in the appropriate box below.
Unless otherwise instructed, the proxy may vote or abstain from voting as he/she thinks fit.

	For	Against	Abstain*
Business			
1. To adopt the Financial Statements and Reports	☐	☐	☐
2. To re-elect Director Mr B D O'Callaghan	☐	☐	☐
3. To re-elect Director Mr P E J Jollie	☐	☐	☐
4. To re-elect Director Mr B D Waldron	☐	☐	☐
5. Adopt Remuneration Report	☐	☐	☐

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security holder 1

Sole Director and
Secretary
Sole Company Secretary

Security holder 2

Director

Security holder 3

Director/Company

Contact Name

Contact Daytime Telephone

Date

How to Complete and Send the Proxy Form

1 Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please contact our share registry. Security holders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy may, but need not be a member of the Company. A proxy may be an individual or a body corporate.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your direction on that item may be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form.

To appoint a second proxy you must:

- a. On each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- b. Return both forms together.

5 Signing and Delivery Instructions

You must sign this form as follows in the spaces provided:

- Individual: Where the holding is in one name, the holder must sign.
- Joint Holdings: In the case of joint holdings, both joint holders should sign the proxy form.
- Companies: Where the company has a Sole Director and no Company Secretary, or has a Sole Director who is also the Sole Company Secretary, this form must be signed by the Sole Director. Otherwise this form may be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.
- Sending Proxy Forms: This proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of the power of attorney or authority) must be received not later than 48 hours before the time for holding the meeting, at the office of the Company's Share Registry:-
Computershare Investor Services Pty Limited
Reply Paid 2988, ADELAIDE SA 5001, AUSTRALIA Fax: (08) 8236 2305.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.