

10 October 2019

Companies Announcements Office
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RESULTS OF 2019 ANNUAL GENERAL MEETING

In accordance with Listing Rule 3.13.2 and Section 251AA of the *Corporations Act 2001 (Cth)*, notice is hereby given that the shareholders of Cardno Limited approved the following resolutions at the Annual General Meeting held on Thursday, 10 October 2019.

1 RE-ELECTION OF MICHAEL ALSCHER

	Number	%
Votes cast 'FOR' the motion	289,268,972	76.08
Votes cast 'AGAINST' the motion	90,945,721	23.92
TOTAL VOTES CAST	380,214,693	100.00
Votes "Abstained"	287,999	

The resolution was carried as an ordinary resolution.

2 RE-ELECTION OF NEVILLE BUCH

	Number	%
Votes cast 'FOR' the motion	366,538,695	96.40
Votes cast 'AGAINST' the motion	13,687,454	3.60
TOTAL VOTES CAST	380,226,149	100.00
Votes "Abstained"	276,543	

The resolution was carried as an ordinary resolution.

3 RE-ELECTION OF NATHANIAL THOMSON

	Number	%
Votes cast 'FOR' the motion	366,538,090	96.40
Votes cast 'AGAINST' the motion	13,688,059	3.60
TOTAL VOTES CAST	380,226,149	100.00
Votes "Abstained"	276,543	

The resolution was carried as an ordinary resolution.

4 REMUNERATION REPORT

	Number	%
Votes cast 'FOR' the motion	260,215,737	68.44
Votes cast 'AGAINST' the motion	119,987,426	31.56
TOTAL VOTES CAST	380,203,163	100.00
Votes "Abstained"	126,032	

The resolution was carried as an ordinary resolution.

Yours faithfully

A handwritten signature in black ink, appearing to read "Courtney Marsden".

Courtney Marsden
Joint Company Secretary
Cardno Limited

ANNEXURE

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 RE-ELECTION OF MICHAEL ALSCHER	Ordinary	287,246,886 75.76%	90,945,721 23.98%	986,911 0.26%	272,724	289,268,972 76.08%	90,945,721 23.92%	287,999	Carried
2 RE-ELECTION OF NEVILLE BUCH	Ordinary	364,501,011 96.13%	13,687,454 3.61%	987,710 0.26%	276,067	366,538,695 96.40%	13,687,454 3.60%	276,543	Carried
3 RE-ELECTION OF NATHANIAL THOMSON	Ordinary	364,497,628 96.13%	13,688,059 3.61%	990,488 0.26%	276,067	366,538,090 96.40%	13,688,059 3.60%	276,543	Carried
4 REMUNERATION REPORT	Ordinary	258,204,638 68.09%	119,972,627 31.64%	999,896 0.27%	125,556	260,215,737 68.44%	119,987,426 31.56%	126,032	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

In relation to Resolution 4, as more than 25% of the votes were cast against this resolution this constitutes a first strike for the purposes of the Corporations Act 2001.