

ASX Announcement

RESULTS OF SCHEME AND GENERAL MEETINGS – SHAREHOLDER APPROVAL OF INTEGA DEMERGER

Following the Scheme Meeting and General Meeting of Cardno Limited (ASX: CDD) (**Cardno**) held today, Cardno is pleased to announce that Cardno shareholders voted overwhelmingly in favour of the demerger of Intega Group Limited (**Intega**) from Cardno (**Demerger**).

Details of the voting results for the Scheme Meeting and General Meeting are set out in the attached document. All resolutions in the Notices of Meeting contained in the Demerger Scheme Booklet to be voted on at the Scheme Meeting and the General Meeting were passed.

Cardno will now seek orders from the Federal Court of Australia (**Court**) for approval of the scheme of arrangement to effect the Demerger (**Demerger Scheme**) at the Second Court Hearing, scheduled for Friday, 18 October 2019.

If the Court approves the Demerger Scheme, Cardno intends to lodge the orders of the Court with the Australian Securities and Investments Commission on Monday, 21 October 2019 and the Demerger Scheme will become legally effective on that date. If the Demerger Scheme becomes effective, implementation of the Demerger Scheme is expected to occur on Thursday, 31 October 2019.

Subject to approval of the Demerger Scheme by the Court, Intega shares are expected to begin trading on ASX on a deferred settlement basis on Tuesday, 22 October 2019, and on a normal settlement basis on Friday, 1 November 2019. The time and date for determining entitlements to Intega shares (the Demerger Scheme Record Date) is 7.00pm (Sydney time) on Wednesday, 23 October 2019.

Courtney Marsden
Company Secretary
Cardno Limited
Thursday, 10 October 2019

– ENDS –

For all media enquiries please contact:

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For all Shareholder enquiries please contact: Shareholder Information Line on 1300 381 478 (within Australia) or +61 3 9415 4108 (outside Australia) Monday to Friday between 8.30am and 5.00pm (Sydney time)

About Cardno: Cardno is a professional infrastructure and environmental services company, with specialist expertise in the development and improvement of physical and social infrastructure for communities around the world. Cardno's team includes leading professionals who plan, design, manage and deliver sustainable projects and community programs. Cardno is an international company, listed on the Australian Securities Exchange [ASX: CDD]. www.cardno.com.

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 SCHEME RESOLUTION	Scheme	Votes Cast				Votes Cast			Carried
		389,734,603 98.49%	5,080,830 1.28%	898,610 0.23%	9,913	390,990,957 98.65%	5,346,528 1.35%	9,913	
		Number of shareholders voting**				959 95.52%	45 4.48%	8	

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

** The total number of shareholders who voted both "FOR" and "AGAINST" the resolution and not included in the above "shareholders voting FOR" and "shareholders voting AGAINST" figures was 6

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Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Capital Reduction Resolution	Ordinary	382,013,235 98.59%	4,984,537 1.29%	456,416 0.12%	152,606	383,505,754 98.72%	4,984,537 1.28%	152,606	Carried
2 Financial Assistance Resolution	Special	381,784,356 98.54%	5,109,619 1.32%	546,689 0.14%	166,130	383,367,148 98.68%	5,109,619 1.32%	166,130	Carried

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