



**Lodge your vote:**



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Computershare Investor Services Pty Limited  
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Alternatively you can fax your form to  
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For Intermediary Online subscribers only  
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000001 000 CDD  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

**Your secure access information is:**

**Control Number: 999999**

**SRN/HIN: 1999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10.30am (Brisbane time) Tuesday 18 October 2011**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Cardno Limited hereby appoint

the Chairman of the meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting 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 Annual General Meeting of Cardno Limited to be held at Seminar Room East, UQ Business School Downtown, 345 Queen Street, Brisbane on Thursday, 20 October 2011 at 10:30am (Brisbane time) and at any adjournment of that meeting.

### Important for Items 5, 6, 8A, 8B, 8C and 9 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 5, 6, 8A, 8B, 8C and 9 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Items 5, 6, 8A, 8B, 8C and 9, the Chairman of the Meeting will not cast your votes on Items 5, 6, 8A, 8B, 8C and 9 and your votes will not be counted in computing the required majority if a poll is called on these Items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Items 5, 6, 8A, 8B, 8C and 9).

The Chairman of the Meeting intends to vote all available proxies in favour of Items 5, 6, 8A, 8B, 8C and 9 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 5, 6, 8A, 8B, 8C and 9 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 5, 6, 8A, 8B, 8C and 9 are connected directly or indirectly with the remuneration of a member of key management personnel.

## STEP 2 Items of Business

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

ORDINARY BUSINESS		For	Against	Abstain			For	Against	Abstain
2	Election of John Massey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7C	Ratification and approval of previous allotment and issue of 542,189 securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Ian Johnston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7D	Ratification and approval of previous allotment and issue of 2,037,869 securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Peter Cosgrove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7E	Ratification and approval of previous allotment and issue of 336,438 securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8A	Issue of 80,000 Rights to acquire Ordinary shares to Andrew Buckley, Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Non-Executive Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8B	Issue of 35,000 Rights to acquire Ordinary shares to Jeffrey Forbes, Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7A	Ratification and approval of previous allotment and issue of 453,052 securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8C	Issue of 30,000 Rights to acquire Ordinary shares to Trevor Johnson, Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7B	Ratification and approval of previous allotment and issue of 22,285 securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>SPECIAL BUSINESS</b>				
					9	Approval of Termination Benefits to Andrew Buckley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /