



CARDNO LIMITED

RESULTS OF 2005 ANNUAL GENERAL MEETING

In accordance with Listing Rule 3.13.2 and Section 251AA of the Corporations Act 2001, notice is hereby given that the shareholders of Cardno Limited approved the following resolutions at the Annual General Meeting held on Friday, 28 October 2005.

RESOLUTION NO. 2

Directors' Remuneration Report

"That the section of the report of the Directors dealing with the remuneration of the Company's Directors, Company Secretary and Senior Executives be adopted".

RESOLVED - passed on a show of hands.

Total number of proxy votes available:	
▪ The proxy is to vote for the resolution	18,084,330
▪ The proxy is to vote against the resolution	38,406
▪ The proxy is to abstain on the resolution	115,412
▪ The proxy is open on the resolution	239,312

RESOLUTION NO. 3

Election of Trevor Johnson

'That Trevor Johnson, who retires by rotation in accordance with rule 16.1 of the Company's constitution, and being eligible, be re-elected as a Director of the Company'.

RESOLVED - passed on a show of hands.

Total number of proxy votes available:	
▪ The proxy is to vote for the resolution	18,217,209
▪ The proxy is to vote against the resolution	10,109
▪ The proxy is to abstain on the resolution	10,830
▪ The proxy is open on the resolution	239,312

RESOLUTION NO. 4

Election of John Massey

'That John Massey, who retires by rotation in accordance with rule 16.1 of the Company's constitution, and being eligible, be re-elected as a Director of the Company'.

RESOLVED - passed on a show of hands.

Total number of proxy votes available:	
▪ The proxy is to vote for the resolution	18,201,521
▪ The proxy is to vote against the resolution	10,109
▪ The proxy is to abstain on the resolution	28,612
▪ The proxy is open on the resolution	69,962



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RESOLUTION NO. 5

Election of Ian Johnston

'That Ian Johnston who was appointed to the Board following the last annual general meeting of the Company, and being eligible, be re-elected as a Director of the Company in accordance with rule 13.2 of the Company's constitution'.

RESOLVED - passed on a show of hands.

Total number of proxy votes available:	
▪ The proxy is to vote for the resolution	18,154,224
▪ The proxy is to vote against the resolution	8,109
▪ The proxy is to abstain on the resolution	75,815
▪ The proxy is open on the resolution	239,312

RESOLUTION NO. 6

Election of Stephen Moss

'That Stephen Moss, who was appointed to the Board following the last annual general meeting of the Company, and being eligible, be re-elected as a Director of the Company in accordance with rule 13.2 of the Company's constitution'.

RESOLVED - passed on a show of hands.

Total number of proxy votes available:	
▪ The proxy is to vote for the resolution	15,998,583
▪ The proxy is to vote against the resolution	1,780,687
▪ The proxy is to abstain on the resolution	450,878
▪ The proxy is open on the resolution	247,312

RESOLUTION NO. 7

Issue of Options to acquire Ordinary shares ("Options") to Executive Directors

'That, pursuant to section 208(1)(a) of the Corporations Act and Listing Rules 10.11 and 10.14, and in accordance with the Performance Equity Plan, the members of the Company approve the granting of 40,000 Options to Andrew Buckley, Executive Director, in the manner contemplated in the Explanatory Memorandum'

'That, pursuant to section 208(1)(a) of the Corporations Act and Listing Rules 10.11 and 10.14, and in accordance with the Performance Equity Plan, the members of the Company approve the granting of 20,000 Options to Trevor Johnson, Executive Director, in the manner contemplated in the Explanatory Memorandum'

'That, pursuant to section 208(1)(a) of the Corporations Act and Listing Rules 10.11 and 10.14, and in accordance with the Performance Equity Plan, the members of the Company approve the granting of 10,000 Options to James Verco, Executive Director, in the manner contemplated in the Explanatory Memorandum'.



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RESOLVED - passed on a show of hands.

Total number of proxy votes available:	
▪ The proxy is to vote for the resolution	16,294,219
▪ The proxy is to vote against the resolution	1,901,624
▪ The proxy is to abstain on the resolution	44,305
▪ The proxy is open on the resolution	237,312

RESOLUTION NO. 8

Ratification and Approval of Previous Allotment and Issue of Securities

'That for the purposes of Listing Rule 7.4, Shareholders ratify and approve the following issues of securities:

- issue of 2,552,617 fully paid ordinary shares at \$2.76 per share on 1 July 2005 in relation to the acquisition of ACIL Australia Pty Ltd to those persons set out in the Explanatory Memorandum;
- issue of 178,898 convertible notes at \$2.50 per convertible note on 1 July 2005 to ANZ Nominees Limited to correct a processing error made by the share registry in relation to the renounceable rights issue of convertible notes made under the Prospectus dated 27 May 2005; and
- issue of 489,995 fully paid ordinary shares at \$2.641 per share on 12 August 2005 in relation to the acquisition of EOP Holdings Pty Ltd trading as Epell Olsen & Partners to those persons set out in the Explanatory Memorandum'.

RESOLVED - passed on a show of hands.

Total number of proxy votes available:	
▪ The proxy is to vote for the resolution	18,198,627
▪ The proxy is to vote against the resolution	10,106
▪ The proxy is to abstain on the resolution	21,415
▪ The proxy is open on the resolution	247,312

Ronald J Fisher
Company Secretary

28 October 2005