



CARDNO LIMITED

RESULTS OF 2004 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 Monday, 1 November 2004.

RESOLUTION NO. 2 (as shown on the Proxy Form)

Election of Ronald Fisher

"That Ronald Fisher retires in accordance with clause 16 of the Constitution of the Company and being eligible is elected as a Director of the Company".

RESOLVED - voted on a show of hands.

Total number of proxy votes available:	
▪ The proxy is to vote for the resolution	16,736,515
▪ The proxy is to vote against the resolution	317,284
▪ The proxy is to abstain on the resolution	9,500
▪ The proxy is open on the resolution	1,144,641

RESOLUTION NO. 3 (as shown on the Proxy Form)

Election of Graham Tamblyn

"That Graham Tamblyn retires in accordance with Clause 16 of the Constitution of the Company and being eligible is elected as a Director of the Company".

RESOLVED - voted on a show of hands.

Total number of proxy votes available:	
▪ The proxy is to vote for the resolution	16,401,927
▪ The proxy is to vote against the resolution	664,872
▪ The proxy is to abstain on the resolution	24,000
▪ The proxy is open on the resolution	1,117,141

RESOLUTION NO. 4 (as shown on the Proxy Form)

Approval of issue of shares under the Employee Tax Exempt Share Acquisition Plan

"That the issue of shares under the Employee Tax Exempt Share Acquisition Plan be approved as an exemption from Listing Rule 7.1 pursuant to exception 9, Listing Rule 7.2".

RESOLVED - voted on a show of hands.

Total number of proxy votes available:	
▪ The proxy is to vote for the resolution	17,029,599
▪ The proxy is to vote against the resolution	19,700
▪ The proxy is to abstain on the resolution	6,000
▪ The proxy is open on the resolution	1,152,641



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RESOLUTION NO. 5 *(as shown on the Proxy Form)*

Approval of issue of shares and options under the Performance Equity Plan

"That the issue of shares and options under the Performance Equity Plan be approved as an exemption from Listing Rule 7.1 pursuant to exception 9, Listing Rule 7.2".

RESOLVED – voted on a show of hands.

Total number of proxy votes available:	
▪ The proxy is to vote for the resolution	16,901,799
▪ The proxy is to vote against the resolution	152,500
▪ The proxy is to abstain on the resolution	6,000
▪ The proxy is open on the resolution	1,147,641

RESOLUTION NO. 6 *(as shown on the Proxy Form)*

Issue of options to Executive Directors

"That the members of the Company approve pursuant to section 208(1)(a) of the Corporations Act and Listing Rules 10.11 and 10.14 the granting to 3 of the Executive Directors of a number of options in the manner contemplated in the Explanatory Memorandum and as set out below".

Executive Directors	Number of Options to be Issued
Andrew Buckley	30,000
Ronald Fisher	15,000
Trevor Johnson	15,000

RESOLVED - voted on a show of hands.

Total number of proxy votes available:	
▪ The proxy is to vote for the resolution	11,173,395
▪ The proxy is to vote against the resolution	1,117,832
▪ The proxy is to abstain on the resolution	4,769,072
▪ The proxy is open on the resolution	1,147,641

Ronald J Fisher
Company Secretary

1 November 2004