

27 October 2016

**Cardno Limited**  
 ABN 70 108 112 303

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 Australian Securities Exchange

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## RESULTS OF 2016 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 Thursday, 27 October 2016.

### Resolution 2 – Election of Michael Alscher

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
357,644,654	11,223,399	173,760	862,549

Was carried as an ordinary resolution on a show of hands the details of which are:

For	Against	Abstain
357,644,654	11,223,399	173,760

### Resolution 3 – Election of Neville Buch

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
357,552,774	11,339,657	158,730	852,031

Was carried as an ordinary resolution on a show of hands the details of which are:

For	Against	Abstain
357,552,774	11,339,657	158,730

### Resolution 4 – Election of Steven Sherman

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
366,919,740	1,963,793	165,827	855,002

Was carried as an ordinary resolution on a show of hands the details of which are:

For	Against	Abstain
366,919,740	1,963,793	165,827

### Resolution 5 – Election of Jeffrey Forbes

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
365,157,858	3,734,393	158,585	853,526

Was carried as an ordinary resolution on a show of hands the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
365,157,858	3,734,393	158,585

### Resolution 6 – Election of Gary Jandegian

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
359,910,222	8,991,703	122,044	880,393

Was carried as an ordinary resolution on a show of hands the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
359,910,222	8,991,703	122,044

### Resolution 7 – Election of Robert Prieto

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
366,909,657	1,958,158	151,528	885,019

Was carried as an ordinary resolution on a show of hands the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
366,909,657	1,958,158	151,528

### Resolution 8 – Election of Nathaniel Thomson

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
355,603,663	13,233,652	181,178	885,869

Was carried as an ordinary resolution on a show of hands the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
355,603,663	13,233,652	181,178

### Resolution 9 – Remuneration Report

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
332,827,314	34,805,475	248,766	827,911

Was carried as an ordinary resolution on a show of hands the details of which are:

For	Against	Abstain
332,827,314	34,805,475	248,766

### Resolution 10 – Approval of the Performance Equity Plan and the issue of performance rights under the Performance Equity Plan

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
334,131,994	33,560,795	208,887	807,790

Was carried as an ordinary resolution on a show of hands the details of which are:

For	Against	Abstain
334,131,994	33,560,795	208,887

### Resolution 11 – Renewal of proportional takeover approval provisions

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
366,328,987	2,372,034	358,640	844,701

Was carried as an ordinary resolution on a show of hands the details of which are:

For	Against	Abstain
366,328,987	2,372,034	358,640

Yours faithfully



Michael Pearson  
 Company Secretary