

## ASX Announcement



9 December 2021

### **Cardno Limited (ASX Code: CDD) - Announces Completion of the Sale of its Americas Consulting Division and Asia Pacific Consulting Division and Distribution to Shareholders**

Cardno Limited (ASX: CDD) (Cardno) today advises of the completion of the sale of its Americas Consulting Division and Asia Pacific Consulting Division to Stantec Inc. (TSX, NYSE: STN), pursuant to the Share Sale Agreements announced on 21 October 2021 for a total aggregate cash consideration of US\$500m (or approximately AUD \$667m applying an AUD:USD exchange rate of \$0.75) (the Sale).

Shareholder approval for the Sale was received at the Extraordinary General Meeting held on 3 December 2021 and all remaining conditions were subsequently satisfied or waived.

#### **Changes to the Cardno Board as a result of the Sale**

As a result of completion of the Sale, Cardno advises that Susan Reisbord (CEO and Managing Director), Rebecca Ranich (Non-Executive Director) and Steven Sherman (Non-Executive Director) have each resigned from the Board (and their respective Board Committees) with effect from Completion. Non-Executive Directors Michael Alscher (Chairman), Jeffrey Forbes and Nathaniel Thomson will remain on the Board.

#### **Distributions**

Cardno intends to distribute AUD\$582m (in aggregate) to Cardno shareholders (AUD\$1.49 per share) comprising a capital return of AUD\$360m (AUD\$0.92 per share) and unfranked dividend of AUD\$222m (AUD\$0.57 per share) in accordance with the timetable set out below:

Thursday, 9 December 2021	Completion of the Sale and effective date of capital return
Wednesday, 15 December 2021	Record date for determining entitlements to participate in the capital return and to be paid the special dividend
Wednesday, 22 December 2021	Payment date in respect of the capital return and special dividend

*The dates provided (and references to those dates through this document) are indicative only. Cardno will update Cardno Shareholders via the ASX platform and Cardno's website as appropriate when the relevant events are reached or changed.*

**ATO Class Ruling**

Cardno has applied to the Australian Taxation Office (ATO) for a class ruling to confirm the Australian tax consequences of the return of capital for Cardno shareholders who hold their shares on capital account for Australian tax purposes. This ruling is to confirm that:

- No part of the capital reduction should be treated as a dividend for income tax purposes.
- The cost base of each share will be reduced by the amount of the return of capital for the purpose of calculating any capital gain or loss on the ultimate disposal of the share.
- An immediate capital gain will arise for shareholders to the extent that the cost base of the share is less than the amount of the return of capital.

Cardno anticipates the class ruling to be issued by the ATO after payment of the capital return. Cardno will make the final class ruling available on its website as soon as it is issued.

This announcement has been authorised by Cherie O’Riordan, Joint Company Secretary.

- ENDS -

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**About Cardno:** Cardno is a global provider of integrated professional services which enrich the physical and social environment for the communities in which we live and work. Our team of multidisciplinary specialists around the world has over 75 years’ experience in designing, developing and delivering sustainable projects and community advancement programs. Cardno is listed on the Australian Securities Exchange (ASX:CDD). [www.cardno.com](http://www.cardno.com).