



2022

EXTRAORDINARY GENERAL MEETING

Presenter:

Michael Alscher, Chairman

May 2022

Making a difference.

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ACKNOWLEDGEMENT OF COUNTRY

“ In the spirit of reconciliation, I would like to acknowledge the Traditional Custodians of country throughout Australia and their connections to land, sea and community. We pay our respect to their elders past, present and emerging and extend that respect to all Aboriginal and Torres Strait Islander peoples today”.

Chairman's Address

Michael Alscher, Chairman



Board of Directors



Michael Alscher

Chairman



Jeffrey Forbes

Non-Executive Director



Nathaniel Thomson

Non-Executive Director

BACKGROUND

- Strategic Review of International Development business
- Share Purchase Agreement with DT Global announced 28 March 2022

RESOLUTION 1

Disposal of Main Undertaking

RESOLUTION 2

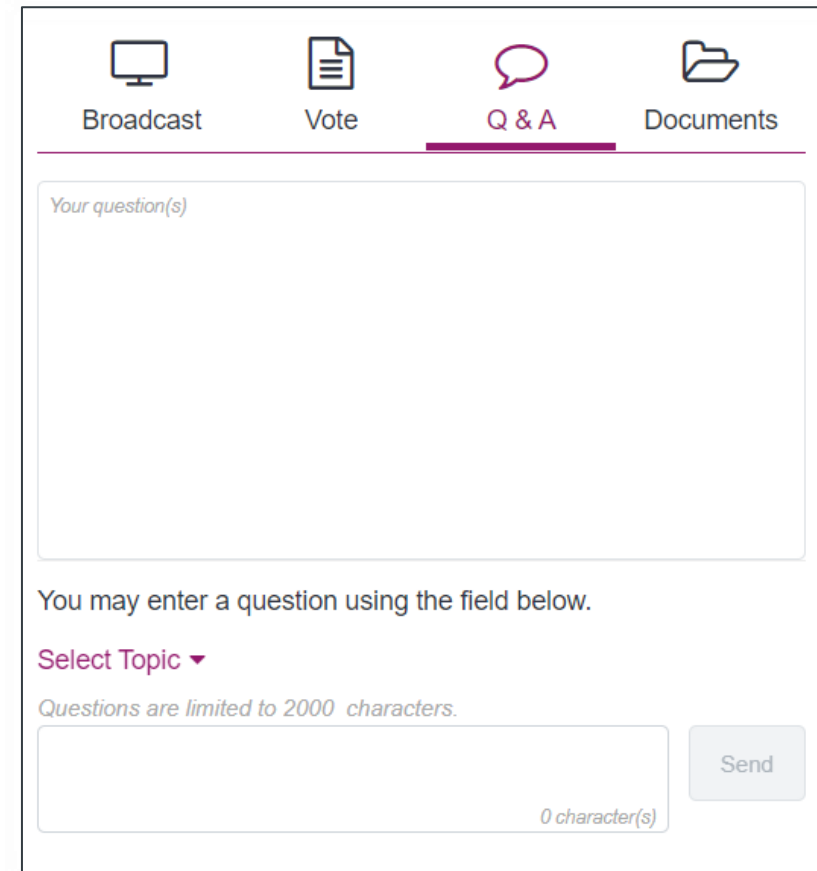
Return of Capital to Shareholders

Items of Business



QUESTIONS – TEXT AND AUDIO

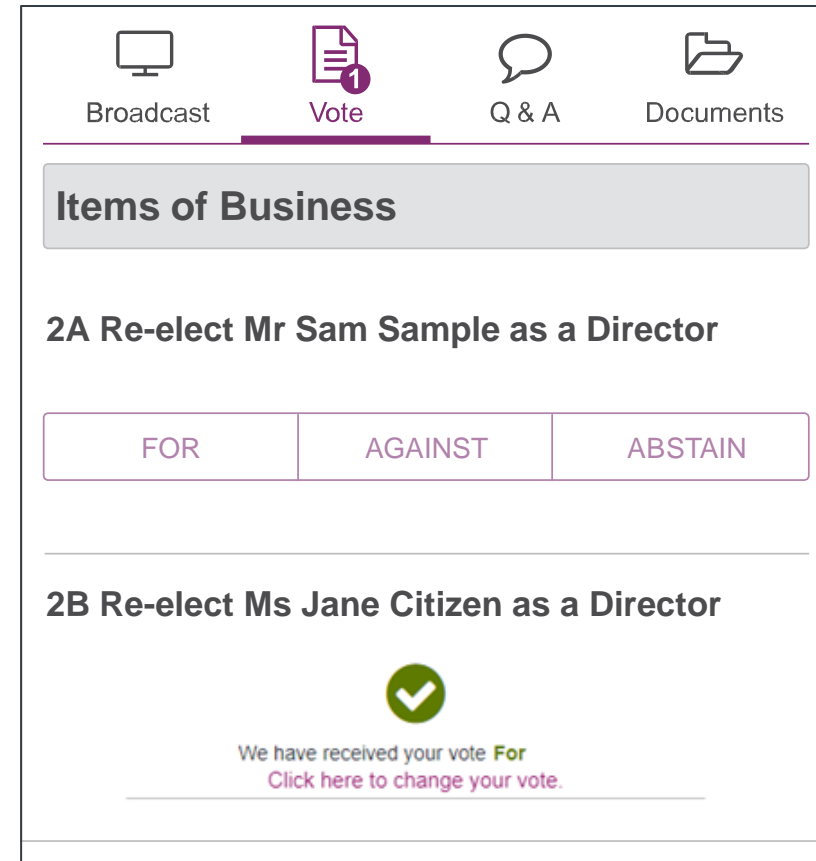
- To ask a written question select the Q & A icon
- Select the topic your question relates to from the drop-down list
- Type your question in the text box and **press** the send button
- To ask a verbal question follow the instructions below the broadcast window



The screenshot shows the Cardno Q&A interface. At the top, there are four icons: a monitor for 'Broadcast', a document for 'Vote', a speech bubble for 'Q & A' (which is highlighted with a red underline), and a folder for 'Documents'. Below the icons is a large text input field with the placeholder text 'Your question(s)'. Underneath this field is the instruction 'You may enter a question using the field below.' followed by a 'Select Topic' dropdown menu. Below the dropdown is a smaller text input field with the placeholder '0 character(s)' and a 'Send' button to its right. A note above the smaller input field states 'Questions are limited to 2000 characters.'

VOTING ONLINE

- When the poll is open, select the vote icon at the top of the screen
- To vote, select either For, Against or Abstain
- You will see a vote confirmation
- To change or cancel your vote “click here to change your vote” at any time until the poll is closed



The screenshot shows the online voting interface. At the top, there is a navigation bar with four icons: a monitor for 'Broadcast', a document with a red '1' for 'Vote', a speech bubble for 'Q & A', and a folder for 'Documents'. The 'Vote' icon is highlighted with a purple underline. Below the navigation bar is a grey header for 'Items of Business'. The first item is '2A Re-elect Mr Sam Sample as a Director'. Below this item are three buttons: 'FOR', 'AGAINST', and 'ABSTAIN'. The 'FOR' button is highlighted with a purple border. Below the buttons is a horizontal line. The second item is '2B Re-elect Ms Jane Citizen as a Director'. Below this item is a green checkmark icon. Below the checkmark is the text 'We have received your vote For' and a link 'Click here to change your vote.'.

PROXY VOTES

Proxies have been received from 176 shareholders representing 28,544,489 ordinary voting shares, being 73.1% of Cardno's issued share capital.

NOTICE OF MEETING

- The Notice of Meeting was dispatched to all shareholders
- If there is no objection, it is proposed that the Notice of Meeting be taken as read

RESOLUTION 1

Disposal of Main Undertaking

To consider and, if thought fit, to pass the following as an ordinary resolution:

“That, under and for the purposes of Listing Rule 11.2 and for all other purposes, approval is given for the disposal of the Company’s International Development Business, being the main undertaking of the Company, by way of the sale of 100% of the shares on issue in the Sale Entities to DT Global, in accordance with the terms of the Share Purchase Agreement described in the Explanatory Memorandum.”

Proxies Received	For	Against	Abstain	Open
# Votes cast	28,493,311	22,292	14,032	28,886
% of Votes able to be cast	99.82%	0.08%	N/A	0.10%

RESOLUTION 2

Return of Capital to Shareholders

To consider and, if thought fit, to pass the following as an ordinary resolution:

“That, subject to and conditional on Resolution 1 being passed and Completion occurring under the Share Purchase Agreement, approval is given for the issued share capital of the Company to be reduced in accordance with sections 256B and 256C of the Corporations Act, with such capital reduction to be effected, subject to the Board’s discretion, in the form and on the terms set out in the Explanatory Memorandum.”

Proxies Received	For	Against	Abstain	Open
# Votes cast	28,492,298	20,949	14,032	31,242
% of Votes able to be cast	99.82%	0.07%	N/A	0.11%

That brings the formal business of the meeting to an end.

The poll is closed and the final results will be announced via the ASX, once known.

THANK YOU

We are an ASX-listed professional infrastructure and environmental services company, with expertise in the development and improvement of physical and social infrastructure for communities around the world.

Making a difference.