

Notice of Annual General Meeting

The Annual General Meeting of **CARDNO LIMITED** (ABN 70 108 112 303) ('Cardno' or 'Company') will be held on Wednesday, 27 November 2024 at 3:00pm (AEDT) in person at Cahill 4, Level 15, 1 Farrer Place, Sydney NSW 2000

Items of Business

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's Financial Report and the report of the Directors and the report of the Company's auditor contained in the Company's Financial Report for the financial year ended 30 June 2024.

1. ELECTION OF SUSAN ROZARIO

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

'That Susan Rozario, a Director retiring in accordance with rule 19.2(b) of the Constitution and Listing Rule 14.4, and who has consented to stand for election (and being eligible for election), be elected as a Director.'

2. RE-ELECTION OF NATHANIAL THOMSON

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

'That Nathaniel Thomson, a Director retiring by rotation in accordance with rule 19.3(b) of the Constitution and Listing Rule 14.4, and who has consented to stand for re-election (and being eligible for re-election), be re-elected as a Director.'

3. ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a **non-binding advisory resolution** in accordance with section 250R(2) of the Corporations Act:

'That the Remuneration Report contained in the Company's Financial Report for the financial year ended 30 June 2024 be adopted.'

Resolution 3 is subject to voting exclusions as set out on page 4 of this Notice of Meeting.

4. REMOVAL FROM THE OFFICIAL LIST OF ASX

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

'That, for the purposes of Listing Rule 17.11 and for all other purposes, the removal of the Company from the ASX Official List be approved, such removal to occur no earlier than one month after the date this resolution is passed, and the Directors be authorised to do all things reasonably necessary to give effect to the removal of the Company from the ASX Official List.'

Resolution 4 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders entitled to vote on Resolution 4 must be in favour of Resolution 4.

As at the date of this Notice of Meeting, the ASX has not imposed any voting exclusion in relation to Resolution 4.

By order of the Board

Dated 25 October 2024



NATHANIAL THOMSON

Executive Director, Chairman and
Company Secretary

Notes

POLL

In accordance with section 250JA of the Corporations Act, each resolution considered at the Meeting will be conducted by a poll, rather than on a show of hands.

ENTITLEMENT TO VOTE

You will be eligible to vote at the Meeting if you are a registered holder of a Share as at 7:00pm (AEDT) on Monday, 25 November 2024. Only those Shareholders entered on the Company's register of members at that time will be entitled to attend and vote at the Meeting (whether themselves or by their duly appointed proxy, attorney or corporate representative). A person's entitlement to vote on a resolution is subject to the applicable voting exclusions set out in this Notice of Meeting.

VOTING

1. If you are a Shareholder entitled to vote at the Meeting, you may vote at the Meeting in any of the following ways:
 - a. by attending the Meeting in person at Cahill 4, Level 15, 1 Farrer Place, Sydney NSW 2000; or
 - b. by appointing a proxy, attorney or, if you are a body corporate, a duly appointed corporate representative to attend and vote at the Meeting on your behalf.

If Shareholders are unable to attend the Meeting in person, they are encouraged to appoint a proxy to attend in person and vote on their behalf in accordance with the instructions contained in this Notice of Meeting. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the member votes on a resolution, the proxy must not vote as the member's proxy on that resolution.

2. Cardno has determined that for the purpose of voting at the meeting or adjourned meeting, Shareholders who are recorded in Cardno's register of Shareholders as at 7:00pm (AEDT) on Monday, 25 November 2024 will be taken, for the purposes of the Annual General Meeting, to be entitled to attend and vote at the meeting (whether themselves or by their duly appointed proxy, attorney or corporate representative).

APPOINTMENT OF PROXY

3. If you are a Shareholder and you are unable to attend and vote at the meeting, and wish to appoint a proxy, please go to www.investorvote.com.au and appoint your proxy. You will need your six-digit Control Number and your Securityholder Reference Number (SRN) or Holder Identification Number (HIN). Alternatively, you can scan the QR code with your mobile device and insert your post code. This information is located on the front of your Shareholder letter. A proxy need not be a Shareholder of Cardno.
4. The Proxy Form (and a certified copy of the power of attorney or other authority (if any) under which it is signed) must be received by our Share Registry, Computershare Investor Services, **no later than 3:00pm (AEDT) on Monday, 25 November 2024 (being at least 48 hours before the Meeting)** at the address below or submitted electronically:

Computershare Investor Services
GPO Box 242, Melbourne, Victoria, 3001
or faxed to 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia)

Lodge electronically by going online at:
www.investorvote.com.au

If you require an additional Proxy Form, contact the Company's Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), who will supply it on request.

5. Shareholders are encouraged to submit their Proxy Forms online. If you wish to post a Proxy Form, please be aware of current postal timeframes.
6. Intermediary Online Subscribers (Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com.
7. A Shareholder entitled to attend and cast two or more votes at the meeting is entitled to appoint no more than two proxies to attend and vote in their stead. Where more than one proxy is appointed, each proxy

should be appointed to represent a specified proportion of the Shareholder's voting rights. Failure to apportion voting rights will result in each proxy being entitled to vote half of the Shareholder's votes.

8. A corporation may elect to appoint a representative, rather than appoint a proxy, in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
9. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit (subject to the voting exclusions set out in this Notice of Meeting). If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If the proxy is directed to abstain from voting on a resolution, the proxy will be directed not to vote on a poll and the relevant Shareholder's Shares will not be counted in calculating the required majority on the poll for the relevant resolution.
10. If a Shareholder lodges a Proxy Form or appoints a proxy online but fails to nominate a proxy, the Shareholder will be taken to have appointed the Chairman as the Shareholder's proxy by default.
11. Any directed proxy votes in respect of a resolution that are not voted on that resolution by the Shareholder's appointed proxy will also automatically default to the Chairman (who is required to vote those proxy votes on the relevant resolution as directed by the applicable Shareholder).
12. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the member votes on a resolution, the proxy must not vote as the member's proxy on that resolution.

If you have any queries about how to cast your votes, you can contact the Company's Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

HOW THE CHAIRMAN WILL VOTE UNDIRECTED PROXIES

13. The Chairman intends to vote all available (including undirected) proxies in favour of all resolutions (subject to the applicable voting exclusions described in this Notice of Meeting), including Resolution 3 (Adoption of Remuneration Report). You should note that if you appoint the Chairman as your proxy, or the Chairman is appointed as your proxy by default, you will be taken to have expressly authorised the Chairman to exercise the proxy in respect of each applicable resolution as the Chairman sees fit even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. In particular, Shareholders should note that, if a Shareholder appoints the Chairman as its proxy, or if the Chairman is appointed as that Shareholder's proxy by default, in relation to Resolution 3 and the Shareholder does not mark the "for", "against" or "abstain" box opposite the relevant item on the Proxy Form (or, if the proxy is appointed online, by directing the proxy how to vote on the relevant resolution in accordance with the instructions on the website), by signing the Proxy Form (or, if the proxy is appointed online, by completing the proxy appointment in accordance with the instructions on the website), the Shareholder will be deemed to have authorised the Chairman to vote the Shares the subject of the Shareholder's proxy appointment in favour of the relevant resolution, and the Chairman may vote those Shares in this way, even though that resolution is connected directly with the remuneration of members of Key Management Personnel.
14. In exceptional circumstances, the Chairman may change his voting intention, in which case an ASX announcement will be made by the Company.
15. If you wish, you can appoint the Chairman as your proxy and direct the Chairman to cast your votes contrary to the above stated voting intention (subject to the applicable voting exclusions described in this Notice of Meeting) or to abstain from voting on a resolution. Simply mark your voting (or abstention) directions on the Proxy Form before you return it or, if the proxy is appointed online, direct the proxy how to vote on (or abstain from voting on) the relevant resolution in accordance with the instructions on the website.

SHAREHOLDER QUESTIONS

Whilst Shareholders (and their duly appointed proxies, corporate representatives and attorneys) will be provided with the opportunity to ask questions at the meeting (for those entitled to do so), it would be desirable if the Company could receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its Directors at the Annual General Meeting to Susan Rozario by email to susan.rozario@cddho.com.au so that they are received by no later than 5:00pm (AEDT) on Wednesday, 20 November 2024.

Please note that not all questions may be able to be answered during the Meeting. In this case, answers will be made available on the Company's website after the Meeting.

DEFINED TERMS

Unless the context otherwise requires, capitalised terms used in this Notice of Meeting have the meaning given to those terms in the Glossary set out in the Explanatory Memorandum attached to this Notice of Meeting.

VOTING EXCLUSION STATEMENTS

RESOLUTION 3.

In accordance with the Corporations Act, a vote on Resolution 3 must not be cast, and the Company will disregard any votes cast on Resolution 3:

- by or on behalf of a member of the Key Management Personnel, whose remuneration details are included in the Remuneration Report and/or any Closely Related Party of such a member of Key Management Personnel, in any capacity (including as a proxy); or
- by any person who is a member of Key Management Personnel as at the time Resolution 3 is voted on at the Meeting, or a Closely Related Party of such a member of Key Management Personnel, as a proxy,

unless the vote is cast as proxy for a person otherwise entitled to vote on Resolution 3:

- in accordance with the express direction of the appointor; or
- by the Chairman where the proxy appointment does not specify the way the proxy is to vote on Resolution 3 and expressly authorises the Chairman to exercise the proxy in respect of Resolution 3 as the Chairman sees fit even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Explanatory Memorandum

The details of the resolutions contained in the Explanatory Memorandum accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the Company's Annual Report (which includes the Financial Report, the report of the Directors and the report of the Company's auditor for the financial year ended 30 June 2024) be presented to the Annual General Meeting.

This item does not require a formal resolution and, accordingly, no vote will be held on this item.

Shareholders will be allowed a reasonable opportunity to ask questions about, or make comments on, the reports and the management of the Company during discussions on this item.

The Company's external auditor will be present at the meeting and Shareholders will be given the opportunity to ask the auditor questions on the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company for the preparation of the financial statements and the independence of the auditor. Shareholders may also submit written questions to the auditor, which should be received by the Company no later than 5:00pm (AEDT) on Wednesday, 20 November 2024.

RESOLUTION 1 – ELECTION OF SUSAN ROZARIO

Listing Rule 14.4 and rule 19.2(b) of the Constitution provide that a director of an entity, except a managing director, who was appointed to fill a casual vacancy must not hold office (without election) following the next annual general meeting after their appointment.

Susan Rozario was appointed as a Director by the Board on 6 December 2023. Being eligible, Susan Rozario offers herself for election as a Director at the Meeting.

A full summary of Susan Rozario's experience and qualifications is detailed below.

Director	Experience	Special Responsibilities
Susan Rozario	<p>Susan Rozario is an experienced CFO with more than 25 years' experience working in senior financial roles across several industries in the Australian private sector.</p> <p>Susan was previously CFO for JELD-WEN Australia and for several years has acted as Interim CFO for a number of portfolio companies owned or part-owned by Crescent Capital Partners including for the Cardno Group in the Asia Pacific, International Development and Construction Sciences divisions at various times.</p> <p>Susan is an employee of Crescent Capital Partners.</p> <p>Susan holds a Master of Business Administration from the University of Karachi (Pakistan) and is a Certified Practicing Accountant in Australia.</p>	<i>Member, Audit, Risk & Compliance Committee</i>

DIRECTORS' RECOMMENDATION

The Directors (with Ms Rozario abstaining) unanimously recommend that you vote in favour of Resolution 1.

RESOLUTION 2 – RE-ELECTION OF NATHANIAL THOMSON

Listing Rule 14.4 and rule 19.3(b) of the Constitution provide that a director of an entity, other than a managing director, must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Nathaniel Thomson was last re-elected as a Director on 26 November 2021 at the Company's 2021 annual general meeting. Being eligible, Nathaniel Thomson offers himself for re-election as a Director at the Meeting.

A full summary of Nathaniel Thomson's experience and qualifications is detailed below.

Director	Experience	Special Responsibilities
Nathaniel Thomson	<p>Nathaniel Thomson became a Non-Executive Director of Cardno in May 2016.</p> <p>Nathaniel is a Partner at Crescent, a leading Australian private equity investment firm. Nathaniel has over 20 years of experience in strategy consulting, private equity and investment banking. He has significant consulting experience from his prior role at McKinsey & Co.</p> <p>Nathaniel is the current Chair and non-executive director of Clover Insurance, National Dental Care Limited and AireSafe International Pty Ltd. Nathaniel is also a non-executive director of Clearview Wealth Limited. Nathaniel's former director roles include non-executive director of 24-7 Healthcare Pty Ltd.</p> <p>Nathaniel holds a Bachelor of Commerce Degree and Bachelor of Laws Degree from the University of Western Australia.</p>	<p><i>Member, Audit, Risk & Compliance Committee</i></p> <p><i>Company Secretary</i></p>

DIRECTORS' RECOMMENDATION

The Directors (with Mr Thomson abstaining) unanimously recommend that you vote in favour of Resolution 2.

RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that listed companies put a resolution to their shareholders to adopt, by way of a non-binding advisory vote, the Remuneration Report as found in the Company's Annual Report.

The resolution of Shareholders is advisory only and **not binding** on the Directors or the Company. However, the Board and its Remuneration Committee will take the outcome of this vote into account when considering future remuneration policy for non-executive Directors and executive KMP.

If 25% or more of the votes cast on this resolution are against the adoption of the Remuneration Report, the remuneration report for the following year must either address any comments received from Shareholders or explain why no action has been taken in response to those comments. If, at the following annual general meeting, the remuneration report for that financial year is again voted against by 25% or more of the votes cast, a 'spill resolution' will be put to Shareholders at that annual general meeting. If at least 50% of the votes cast on that 'spill resolution' are in favour of the 'spill resolution', an extraordinary general meeting of the Company will be held within 90 days at which the Directors in office (other than the managing director) when the resolution to make the directors' report was passed must stand for re-election. As the Company's remuneration report for the relevant financial year was approved by Shareholders at the 2023 annual general meeting with less than 25% of votes cast against its adoption, the votes cast in respect of this resolution cannot result in a 'spill resolution' at the meeting.

The Remuneration Report is contained in the Company's Annual Report, which is available on the ASX market announcements platform. It:

- explains the Board's policies in relation to the nature and level of remuneration paid to Directors and other KMP within the Group;
- discusses the link between the Board's policies and the Company's performance;
- sets out the remuneration details for each Director and for each other member of the Company's KMP; and
- makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.

The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report at the Annual General Meeting.

A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.

DIRECTORS' RECOMMENDATION

As the resolution relates to matters including the remuneration of the Directors, as a matter of good corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, the Board makes no recommendation regarding this resolution.

RESOLUTION 4 – REMOVAL FROM THE OFFICIAL LIST OF ASX

1. BACKGROUND

Cardno has applied to the ASX for confirmation that the ASX will remove Cardno from the Official List under ASX Listing Rule 17.11 upon the satisfaction of certain conditions (the **Delisting**).

As is its usual practice, the ASX has imposed a requirement under Listing Rule 17.11 and *ASX Guidance Note 33 – Removal of Entities from the ASX Official List* that the Company obtain Shareholder approval to the Delisting.

Resolution 4 seeks the required Shareholder approval under and for the purposes of the Listing Rules. It is proposed as a special resolution and, as such, will only be passed if at least 75% of the votes cast by Shareholders entitled to vote on Resolution 4 are in favour of Resolution 4.

If Shareholders approve Resolution 4, the Company will be able to proceed with the Delisting and the Company will be removed from the Official List on or around Friday, 17 January 2025. This means that, after the Delisting, the Company's Shares will no longer be quoted on (or be able to be traded on) the ASX. Further information regarding the Delisting proposal and the consequences of the Delisting are set out below.

If Resolution 4 is not passed, the Company will not be able to proceed with the proposed Delisting at this time and the Company's Shares will remain quoted on the ASX. Refer to the 'Potential disadvantages of remaining listed' in section 2.4.2 of this section of the Explanatory Memorandum.

1.1 ASX's conditional agreement to the Delisting

The Company has received confirmation from the ASX of a decision (**ASX Decision**) that the ASX has agreed to the formal request from the Company for the Delisting, subject to the Company's compliance with the following conditions (**Conditions**). The full terms of the ASX Decision are set out below:

* * * * *

Decision

1. *Based solely on the information provided, ASX Limited ('ASX') agrees to the removal of Cardno Limited ('CDD') from the official list of ASX pursuant to Listing Rule 17.11, on a date to be determined by ASX in consultation with CDD, subject to compliance with the following conditions.*

- 1.1 *The request for removal of CDD from the official list of ASX is approved by a special resolution of ordinary security holders of CDD.*

- 1.2 *The notice of meeting seeking security holder approval for CDD's removal from the official list must include the following information, in form and substance satisfactory to ASX:*

- 1.2.1 *a timetable of key dates, including the time and date at which CDD will be removed from ASX if that approval is given;*

- 1.2.2 *a statement to the effect that the removal will take place no earlier than one month after approval is granted;*

- 1.2.3 *a statement to the effect that if holders wish to sell their securities on ASX, they will need to do so before the entity is removed from the official list; and if they do not, details of the processes that will exist after CDD is removed from the official list to allow security holders to dispose of their holdings and how they can access those processes; and*

- 1.2.4 *the information prescribed in section 2.11 of ASX Guidance Note 33.*

- 1.3 *The removal of CDD from the official list must not take place any earlier than one month after security holder approval is obtained so that security holders have at least that period to sell their securities should they wish to do so.*

1.4 CDD must apply for its securities to be suspended from quotation at least two (2) business days before its proposed removal date.

1.5 CDD releases the full terms of this decision to the market upon making a formal application to ASX to remove CDD from the official list of ASX.

2. ASX has considered Listing Rule 17.11 only and makes no statement as to CDD's compliance with other Listing Rules.

Basis for Confirmation

Listing Rule 17.11

1. ASX may remove an entity from the official list of ASX at the request of an entity. Removal from the official list at an entity's request recognises that remaining listed may no longer be suitable for a listed entity at a particular stage in its existence. There is no requirement for ASX to act on the request. ASX's power not to agree to requests for delisting enables it to ensure that delisting is not sought for inappropriate reasons or conducted in a way that is clearly harmful to the market or to security holders' legitimate interests. ASX may impose conditions on granting the request. The power to impose conditions enables ASX to ensure that an orderly market is maintained in the period leading up to the delisting, and that the listed entity makes appropriate arrangements in connection with its delisting. These conditions may include: (i) seeking security holder approval for delisting by way of a special resolution; (ii) giving advanced notice of an amount of time which is adequate to the particular circumstances; or (iii) providing alternative arrangements for security holders to exit their investment before or after delisting.

Facts/Reasons for providing the Confirmation

2. The circumstances faced by the entity are those to which section 2.7 of Guidance Note 33 applies. Where an entity requests removal from the official list of ASX and its ordinary securities are not readily able to be traded on another exchange, ASX will usually require the entity to obtain security holder approval for removal from the official list by way of a special resolution.

* * * * *

1.2 Satisfaction of the Conditions

As noted above, Cardno submitted a formal request to the ASX requesting confirmation that the ASX will remove Cardno from the Official List upon the satisfaction of certain conditions.

For the purposes of satisfying the Condition at paragraph 1.1 of the ASX Decision, Resolution 4 seeks the approval of Shareholders, as a special resolution, to remove the Company from the Official List.

For the purposes of satisfying the Condition at paragraph 1.2 of the ASX Decision, the timetable, statements and information required to be included in this Notice of Meeting are set out in this Explanatory Memorandum.

For the purposes of satisfying the Condition at paragraph 1.2.3 of the ASX Decision, the Company notifies Shareholders that if they wish to sell their Shares on the ASX, they will need to do so before the Company's suspension from trading (which is expected to be in effect from the close of trade on Tuesday, 14 January 2025 pursuant to the timetable in section 2.1 below). Thereafter, Shareholders will only be able to sell their Shares by way of off-market private transactions (subject to compliance with the Constitution and the Corporations Act). See sections 2.3(b) and 2.6 of this section of the Explanatory Memorandum for further details.

Consequently, if Shareholders wish to sell their Shares before the Company commences the winding up process previously notified to the ASX, they should take advantage of the ability to sell their Shares on the ASX before the Company's suspension from trading.

For the purposes of satisfying the Condition at paragraph 1.5 of the ASX Decision, Cardno announced the full terms of the ASX Decision to the ASX on Monday, 21 October 2024.

2. DELISTING PROPOSAL

2.1 Timetable

A timetable of key dates relating to the proposed Delisting are set out in the table below.

Event	Date
ASX announcement of formal Delisting application	Monday, 21 October 2024
Despatch of the Notice of Meeting and the Explanatory Memorandum to Shareholders	On or before Monday, 28 October 2024
Annual General Meeting held to approve, among other matters, the proposed Delisting	3:00pm (AEDT) on Wednesday, 27 November 2024
If Shareholders approve the Delisting (that is, Resolution 4 is passed)	
Suspension from quotation	Close of trade on Tuesday, 14 January 2025
Removal of the Company from the Official List	Friday, 17 January 2025

As shown in the timetable above (and in compliance with the Condition at paragraph 1.3 of the ASX Decision), the removal of the Company from the Official List will take place no earlier than one month after the date on which Resolution 4 is passed. This is so that Shareholders have at least that period to sell their Shares on the ASX, should they wish to do so.

All times and dates in the above timetable are references to the time and date in Sydney, New South Wales, Australia, are indicative only and may be subject to change by the Company or the ASX.

2.2 Reasons for seeking removal from the Official List and potential advantages

The Board's key reasons for requesting removal of the Company from the Official List, and the potential advantages of the Company being removed from the Official List, are as follows.

- (a) **Cost savings:** the Company believes that the ongoing administrative, compliance and direct costs associated with maintaining a listing on the ASX are disproportionate to the benefit obtained by remaining listed. The Company estimates that delisting its Shares would save in the order of approximately A\$200,000 per annum in direct costs over time, with the potential for additional, indirect cost savings.

The expected annual cost savings are expected to be as follows, if Cardno is delisted:

Expense	Annual cost saving post-Delisting (\$A)
ASX listing fees	\$35,000
ASX and share registry fees	\$45,000
Legal and professional fees	\$25,000
Audit, reporting and compliance fees	\$20,000
Executive time	\$75,000

The Company is not aware of any material additional ongoing expenses which it is likely to incur as a result of Delisting.

- (b) **Proposed winding up of Cardno:** as announced to the ASX on 16 September 2024, given the failure to sell Entrix America and the limited expected future near term collections from Insus, the Board has considered that it will seek to realise whatever value it can over the 6 month period from the date of that ASX announcement and return whatever cash it can to Shareholders. The current intention of the Board is to wind up Cardno in an efficient and timely basis, ideally by 30 June 2025. As the Board progresses with the required steps for this process, the Board will return whatever cash can be distributed to Shareholders in this time and continue to keep Shareholders updated in this process.

In light of the above, the Board is seeking to delist Cardno to minimise the costs associated with maintaining a listing on the ASX prior to the winding up process so as to ensure the winding up of Cardno is undertaken in an efficient manner (and so that Cardno does not continue to incur costs associated with being listed on the ASX).

- (c) **Low liquidity:** there has been a relatively low level of liquidity in trading in the Company's Shares on the ASX, as evidenced by the following statistics:

Month	Days traded	Number of Shares traded	Value of Shares traded ¹ (A\$)
October 2024 ²	12	551,233	\$168,651
September 2024	21	667,819	\$228,655
August 2024	22	547,083	\$222,627
July 2024	23	1,170,384	\$462,700
June 2024	19	662,425	\$228,855
May 2024	23	3,934,703	\$1,536,715

Having regard to the circumstances set out in this Explanatory Memorandum, the Board believes that it is highly unlikely that there will be any meaningful improvement in the liquidity of Shares in the future.

- (d) **No significant current requirement for capital in the ordinary course:** there is currently no significant need for capital by the Company in the near-to medium-term in the ordinary course and while listed on the ASX. Accordingly, the ability to conduct equity capital raisings within the ASX-listed environment is not a present nor foreseeable benefit for the Company.

2.3 Consequences of the proposed Delisting for the Company and its Shareholders

In the event the proposed Delisting proceeds (that is, the Company is removed from the Official List), the key consequences for the Company and its Shareholders would include:

(a) Trading of Shares

Following Delisting, the Shares will cease to be quoted on the ASX and Shareholders will no longer be able to sell their Shares and realise their investment in the Company via trading on the ASX.

(b) Sales via off-market transactions

Following Delisting, the Shares will only be capable of sale via off-market private transactions, which will require Shareholders to identify and agree terms with potential purchasers of the Shares in accordance with the Constitution and the Corporations Act.

The Company does not have any present intention to list any securities of the Company on any securities exchange following the Delisting. The Company can provide no assurances or guarantees that a liquid market for Shares will exist.

¹ Approximate value based on the average Share price (rounded up) for the relevant month.

² Up to and including 16 October 2024.

If Shareholders wish to sell their Shares before the Company commences the winding up process previously notified to the ASX, they should take advantage of the ability to sell their Shares on the ASX before the Company's suspension from trading.

(c) Raising new capital

As an unlisted public company, the Company will no longer be able to raise capital from the issue of securities to the public by means of a limited disclosure fundraising document or through the cleansing notice regime.

Should the Company seek to raise capital following Delisting, it will be required to offer its Shares pursuant to a full prospectus, offer information statement or by way of a disclosure-exempt placement under section 708 of the Corporations Act, including but not limited to, for example, to sophisticated, professional or experienced investors or for a "small scale offering", for which a disclosure document is not required.

(d) Listing Rules

The Company will no longer have to comply with the Listing Rules and certain obligations which apply only to ASX-listed entities, including the following:

- (i) the requirement under Listing Rule 7.1 to obtain prior approval of Shareholders for an issue of equity securities if the equity securities would, when aggregated with the ordinary securities issued by the Company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12-month period;
- (ii) the requirement to seek prior Shareholder approval for the issue of Shares to Directors and other related parties as required under Listing Rule 10.11;
- (iii) the requirement to obtain Shareholder approval under Listing Rules 11.1 or 11.2 for changing the nature and scale of the Company's activities or disposing of its main undertaking;
- (iv) the requirement to prepare an audited remuneration report and have the remuneration report voted on by Shareholders at an annual general meeting; and
- (v) the requirement for the Company to prepare a Corporate Governance Statement comparing its own corporate governance practices to the ASX Corporate Governance Principles and Recommendations.

(e) Corporations Act

Although the Listing Rules will cease to apply to the Company if the Delisting proceeds, the Company will still be subject to the requirements of the Corporations Act and the Constitution, including the following:

- (i) Unlisted disclosing entity

For so long as the Company has 100 or more Shareholders, it will be an "unlisted disclosing entity" under the Corporations Act. This means that it will still be required to make continuous disclosure of matters that a reasonable person would expect to have a material effect on the price or value of the Company's Shares, by filing notices with ASIC under section 675 of the Corporations Act.

As an unlisted disclosing entity, the Company will also still be required to lodge annual audited and half-yearly financial statements in accordance with the requirements of the Corporations Act. The Company would continue to make its continuous disclosure notices and financial reports available to Shareholders on its website.

If the Company ceases to be an unlisted disclosing entity (by ceasing to have at least 100 shareholders), there will be no ongoing requirement to make continuous disclosure of matters under section 675 of the Corporations Act or to lodge half-yearly statements reviewed by an auditor. The Company would still however be required to prepare and lodge annual audited financial statements with ASIC (if, at the applicable time, it is still a public company or a large proprietary company).

- (ii) Chapter 6

For as long as the Company has more than 50 shareholders, it will continue to be subject to the "takeover" provisions in Chapter 6 of the Corporations Act and, as such, increases in voting power in the Company would continue to be regulated by Chapter 6 for Shareholders who hold between 20% and 90% of the voting power in the Company.

- (iii) Related party benefits

The restrictions on the giving of a financial benefit by the Company to a related party under Chapter 2E of the Corporations Act would continue to apply.

(f) Constitution

The Constitution will remain unchanged immediately following the Delisting.

As such, Shareholders would continue to have the right to:

- exercise the voting rights attached to their Shares;
- receive notices of meetings and other notices issued by the Company; and
- receive dividends (if any) declared and payable by the Company from time to time,

in accordance with the Constitution.

2.4 The advantages and disadvantages of remaining listed on the Official List compared to the advantages and disadvantages of removal from the Official List

2.4.1 Potential advantages of remaining listed

The potential advantages of remaining listed on the Official List include the following:

(a) Trading on the ASX

If the Company remains listed, Shares will continue to be able to be traded on the ASX.

Shareholders will find it easier to trade their Shares on the ASX rather than selling their Shares by way of off-market, private transactions if the Delisting were to proceed.

(b) Raising capital without a disclosure document

By remaining listed, the Company would be able to raise capital from the issue of securities using limited disclosure fundraising documents, generally without the requirement to issue a full prospectus (although a disclosure document such as a prospectus may be required in certain circumstances).

This would result in the Company incurring lower transaction costs and potentially faster execution in relation to the disclosure requirements in a capital raising.

However, as noted in section 2.2(d), there is currently no significant need for capital by the Company in the near- to medium-term in the ordinary course. Accordingly, the ability to conduct equity capital raisings within the ASX-listed environment is not a present nor foreseeable benefit for the Company.

(c) Application of the Listing Rules

By remaining listed, the Company would continue to be subject to the ASX Listing Rules. The Company's obligations under the ASX Listing Rules include:

- (i) limits on the number of securities that may be issued by the Company in each 12-month period without obtaining Shareholder approval;
- (ii) the requirement to prepare a Corporate Governance Statement informing Shareholders of the Company's corporate governance practices and comparing those practices to the latest ASX Corporate Governance Council's Principles and Recommendations; and
- (iii) the requirement to obtain Shareholder approval before disposing of the Company's main undertaking.

2.4.2 Potential disadvantages of remaining listed

The potential disadvantages of remaining listed on the Official List include the following:

(a) Potential continuation of limited trading and liquidity

As noted above in section 2.2(c), there has been limited trading in the Company's Shares in recent months. The Board expects that these circumstances would continue if the Company were to remain listed.

(b) Costs of continued listing

As noted above in section 2.2(a), if the Company remains listed, then it will continue to incur administrative, compliance and direct costs associated with maintaining a listing on the ASX.

(c) Management time and effort

If the Company remains listed, then its management team will continue to dedicate a significant portion of their time and focus to time-intensive matters relating to the Company's continued listing on the ASX, rather than spending that time on value-adding matters for the benefit of the Company and its Shareholders.

2.4.3 Potential advantages of Delisting

The potential advantages of Delisting are set out in sections 2.2(a) and (b) above.

2.4.4 Potential disadvantages of Delisting

The potential disadvantages of Delisting include the following:

(a) Shareholders will no longer have the ability to sell their Shares and realise their investment in the Company via trading on the ASX

Following Delisting, and as noted above, Shares will only be capable of sale via off-market private transactions. As a result, it will become more difficult for Shareholders to sell their Shares after the Delisting.

(b) Reduced disclosure obligations

If the Delisting proceeds, the Company will no longer be subject to the Listing Rules. There will be reduced compliance obligations for the Company, including:

- reduced periodic reporting and disclosure requirements (noting that reporting obligations under the Corporations Act will continue to apply to the Company);
- removal of certain restrictions on the Company's ability to issue Shares (such as the inability to issue in excess of 15% of the Company's issued capital in any 12-month period without Shareholder approval);
- less restrictions on transactions with related parties (noting that the related party transaction provisions of the Corporations Act will continue to apply to the Company); and
- no ongoing requirement to obtain Shareholder approval before disposing of the Company's main undertaking.

The absence or reduction of continued restrictions in these areas may be perceived to be a disadvantage to some Shareholders, particularly minority Shareholders. Acknowledging the differences in regulatory protections, the Directors believe a Delisting will not result in a substantial diminution of protections for minority Shareholders as the broad protections afforded by the Corporations Act will continue to apply, such as in relation to takeover restrictions, related party transactions, financial reporting obligations, holding annual general meetings, and the ability to bring an action under Chapter 2F.1 of the Corporations Act. The Directors will remain subject to directors' duties imposed by the Corporations Act and common law, including to act with care and diligence (section 180 of the Corporations Act), to act in good faith in the best interests of the Company and for a proper purpose (section 181 of the Corporations Act), to avoid conflicts of interest (sections 182 and 183 of the Corporations Act), and to prevent insolvent trading (section 588G of the Corporations Act), among others.

(c) Limited price discovery

Price discovery refers to the process by which the market determines the fair value of a security. Price discovery may become limited in an unlisted environment as the Company's Shares are no longer actively traded on a public market. This can lead to difficulties for Shareholders in assessing the true value of their investment at any given time. Without the market forces of supply and demand influencing the Share price, Shareholders may have to rely on alternative methods, such as valuations based on financial statements, to assess the value of their Shares.

(d) Increased dilution risk

As noted above, following the Delisting, the Company will no longer be subject to limits on the issue of new Shares without prior Shareholder approval under the Listing Rules. As a result, Shareholders may be subject to dilution of their proportionate interests in the Company's issued capital due to future equity fundraising without the opportunity to vote on the relevant fundraising proposals. However, as noted in section 2.2(d), there is currently no significant need for capital by the Company in the near-to medium-term in the ordinary course.

(e) More limited means of raising capital

In general terms, an unlisted company is restricted from raising capital from the issue of securities using limited disclosure fundraising documents, in contrast to the present case for the Company with its Shares being quoted on the ASX. As set out in section 2.3, should the Company seek to raise capital following Delisting, it will be required to offer its Shares pursuant to a full prospectus, offer information statement or by way of a disclosure-exempt placement under section 708 of the Corporations Act, including but not limited to, for example, to sophisticated, professional or experienced investors or for a "small scale offering", for which a disclosure document is not required.

However, as noted above, there is currently no significant need for capital by the Company in the near-to medium-term in the ordinary course and while listed on the ASX. Accordingly, the ability to conduct equity capital raisings within the ASX-listed environment is not a present nor foreseeable benefit for the Company.

(f) No guarantee of access to capital

It is highly unlikely that the Company will obtain better access to capital and/or on more favourable terms post Delisting.

2.5 Shareholder remedies

(a) **Part 2F.1 of the Corporations Act**

In circumstances where a Shareholder considers the Delisting to be contrary to the interests of Shareholders as a whole, or oppressive to, unfairly prejudicial to, or unfairly discriminatory against a Shareholder or Shareholders, that Shareholder may apply to the court for an order under Part 2F.1 of the Corporations Act.

The court can make any order under section 233 of the Corporations Act that it considers appropriate in relation to the Company. This may include an order that the Company be wound up or an order regulating the conduct of the Company's affairs in the future.

(b) **Part 6.10 Division 2 Subdivision B of the Corporations Act**

In circumstances where a Shareholder considers that the Delisting involves "unacceptable circumstances", that Shareholder may apply to the Takeovers Panel to make a declaration of unacceptable circumstances or orders under Part 6.10 Division 2 Subdivision B of the Corporations Act (see also *Guidance Note 1: Unacceptable Circumstances* issued by the Takeovers Panel).

Pursuant to section 657D of the Corporations Act, if the Takeovers Panel has declared circumstances to be unacceptable under section 657A of the Corporations Act, it may make any order (except for an order directing a person to comply with a requirement of Chapter 6, 6A, 6B or 6C of the Corporations Act) that it thinks appropriate to (among others) protect the rights or interests of any person or group of persons where it is satisfied that those rights or interests have been or are being affected, or will be or are likely to be affected, by the circumstances.

2.6 How to sell Shares before and after removal from the Official List

Cardno does not intend to offer a buy-back or liquidity facility in conjunction with its removal from the Official List.

If Shareholders wish to sell their Shares prior to the Delisting, they may do so on the ASX. If Resolution 4 is passed and the Company is to be removed from the Official List, Shareholders must sell their Shares before close of trade on Tuesday, 14 January 2025 pursuant to the timetable in section 2.1 above, after which time trading of the Company's Shares will be suspended prior to the Delisting.

Following the Delisting, Shares will only be capable of sale through an off-market private transaction and there will be no formal securities market or exchange in place to allow Shareholders to dispose of their Shares following the Delisting. Shareholders wishing to trade their Shares will be entitled to transfer their Shares off-market to a willing third-party purchaser in accordance with the requirements of the Constitution and the Corporations Act.

Consequently, if Shareholders wish to sell their Shares before the Company commences the winding up process previously notified to the ASX, they should take advantage of the ability to sell their Shares on the ASX before the Company's suspension from trading.

2.7 Other material information regarding the proposed Delisting

As noted above and as announced to the ASX on 16 September 2024, given the failure to sell Entrix America and the limited expected future near term collections from Insus, the Board has considered that it will seek to realise whatever value it can over the 6 month period from the date of that ASX announcement and return whatever cash it can to Shareholders. The current intention of the Board is to wind up Cardno in an efficient and timely basis, ideally by 30 June 2025. As the Board progresses with the required steps for this process, the Board will return whatever cash can be distributed to Shareholders in this time and continue to keep Shareholders updated in this process.

In light of the above and as noted in section 2.2(b) above, one of the reasons the Board is seeking to delist Cardno is to minimise the costs associated with maintaining a listing on the ASX prior to the winding up process so as to ensure the winding up of Cardno is undertaken in an efficient manner (and so that Cardno does not continue to incur costs associated with being listed on the ASX).

Other than as set out in this Notice of Meeting, and information previously disclosed to Shareholders, there is no information known to the Directors which might reasonably be expected to be material to the making of a decision by Shareholders whether or not to vote in favour of Resolution 4.

3. BOARD RECOMMENDATION

The Board considers that it is in the best interests of the Company and its Shareholders for the Company to be removed from the Official List for the reasons set out in this Explanatory Memorandum.

The potential advantages and disadvantages of being removed from the Official List are set out above in this Explanatory Memorandum.

The Board unanimously recommends to Shareholders that they vote in favour of Resolution 4.

The Chairman intends to vote all available (including undirected) proxies in favour of Resolution 4.

Shareholders who are uncertain about what action to take should seek guidance from their professional advisers. In particular, Shareholders should seek appropriate legal, financial and tax advice about the potential impacts of holding shares in a company that is not listed on the ASX.

4. VOTING EXCLUSIONS

As at the date of this Notice of Meeting, the ASX has not imposed any voting exclusion in relation to this Resolution 4.

Glossary

Cardno Limited ABN 70 108 112 303

Annual General Meeting or Meeting	means the Annual General Meeting convened by this Notice of Meeting.
Annual Report	means the annual report of the Company for the year ended 30 June 2024.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited (ACN 008 624 691).
Board	means the board of Directors of the Company.
Chairman	means the person elected as the chairman of the Annual General Meeting.
Closely Related Party	means, as defined in the Corporations Act, a closely related party of a member of the Key Management Personnel being: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child or the member's spouse;(c) a dependant of the member or of the member's spouse;(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;(e) a company the member controls; or(f) a person prescribed by the Corporations Regulations for the purposes of that definition.
Company or Cardno	means Cardno Limited (ABN 70 108 112 303).
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Delisting	means the removal of the Company from the Official List, and Delist has a corresponding meaning.
Director	means a director of the Company.
Explanatory Memorandum	means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.
Financial Report	means the financial report of the Company set out in the Annual Report.
Key Management Personnel or KMP	means the key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) who are identified in the Remuneration Report.
Listing Rules	means the listing rules of the ASX.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.

Official List	means the official list of entities that the ASX has admitted and not removed.
Remuneration Report	means the remuneration report set out in the Annual Report.
Share	means a fully paid ordinary share in the capital of the Company.
Share Registry	means Computershare Investor Services Pty Limited (ABN 48 078 279 277).
Shareholder	means a registered holder of at least one Share.



Cardno Limited

ABN 70 108 112 303

CDD

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



Proxy Form

How to Vote on Items of Business

All your shares in Cardno Limited (the Company or Cardno) will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of shares for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of shares for each in Step 1 overleaf.

A proxy need not be a shareholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the shareholder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate shareholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective, your Proxy Form (and a certified copy of the power of attorney or other authority (if any) under which it is signed) must be received no later than **3:00pm (AEDT) on Monday, 25 November 2024.**

Lodge your Proxy Form:

XX

Online:

Lodge your Proxy Form online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online Subscribers (Custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Cardno Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Cardno Limited to be held at Cahill 4, Level 15, 1 Farrer Place, Sydney NSW 2000 on Wednesday, 27 November 2024 at 3:00pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 3 as the Chairman sees fit (except where I/we have indicated a different voting intention in step 2) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority for the relevant resolution.

	For	Against	Abstain
1 Election of Susan Rozario	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Nathaniel Thomson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Removal from the Official List of ASX	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman intends to vote all available (including undirected) proxies in favour of all resolutions (subject to the applicable voting exclusions described in the Notice of Meeting), including Resolution 3. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Shareholder(s)

This section must be completed.

Individual or Shareholder 1

Sole Director and (if applicable)
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

CDD

3 1 1 5 0 5 A



Computershare

