

Media Release and ASX Announcement

Friday, 18 October 2019

COURT APPROVES SCHEME OF ARRANGEMENT

Cardno Limited (ASX: CDD) (**Cardno**) is pleased to announce that the Federal Court of Australia (**Court**) has today made orders approving the scheme of arrangement (**Demerger Scheme**) to effect the demerger of Intega Group Limited (**Intega**) from Cardno (**Demerger**).

The Demerger was overwhelmingly approved by Cardno shareholders at the Scheme Meeting and General Meeting held on Thursday, 10 October 2019.

Cardno expects to lodge a copy of the Court's orders approving the Demerger Scheme with the Australian Securities and Investments Commission on Monday, 21 October 2019 at which time the Demerger Scheme will become legally effective. A copy of the orders granted by the Court is attached to this announcement.

Intega is expected to commence trading on ASX under the ASX code "ITG" on Tuesday, 22 October 2019, initially on a deferred settlement basis. Cardno shares will trade on an ex-entitlement basis from Tuesday, 22 October 2019. The Demerger is expected to be implemented on Thursday, 31 October 2019.

Other key dates for implementing the Demerger are set out in the Demerger Scheme Booklet sent to shareholders and are as follows:

Monday, 21 October 2019	Effective Date and last date that Cardno Shares trade on the ASX cum-entitlements under the Demerger Scheme.
Tuesday, 22 October 2019	ASX listing of Intega. Intega Shares commence trading on ASX on a deferred settlement basis. Cardno Shares trade on ASX on an ex-Demerger Scheme entitlements basis.
5.00pm (Sydney time) on Wednesday, 23 October 2019	Last time and date by which Sale Facility Election Forms and Sale Facility Withdrawal Forms must be received by the Cardno Share Registry from Small Shareholders.
7.00pm (Sydney time) on Wednesday, 23 October 2019	Time and date for determining entitlements to Intega Shares under the Demerger.
Thursday, 31 October 2019	Implementation Date and transfer of Intega Shares to Eligible Cardno Shareholders or (in respect of Selling Shareholders) the Sale Agent.
Thursday, 31 October 2019	Despatch of holding statements to Intega Shareholders and last day of deferred settlement trading for Intega Shares.
Friday, 1 November 2019	Intega Shares commence trading a normal settlement basis.
Thursday, 28 November 2019	Completion of sale of Intega Shares under the Sale Facility by the Sale Agent.
Friday, 29 November 2019	Despatch of payments to Selling Shareholders.

– ENDS –

For all media enquiries please contact:

Jackie McPhee, Corporate Marketing Manager
t: +61 7 3100 2142 | m: 0421 896 983 | e: Jackie.McPhee@cardno.com.au

For all Shareholder enquiries please contact: Shareholder Information Line on 1300 381 478 (within Australia) or +61 3 9415 4108 (outside Australia) Monday to Friday between 8.30am and 5.00pm (Sydney time)

About Cardno: Cardno is a professional infrastructure and environmental services company, with specialist expertise in the development and improvement of physical and social infrastructure for communities around the world. Cardno's team includes leading professionals who plan, design, manage and deliver sustainable projects and community programs. Cardno is an international company, listed on the Australian Securities Exchange [ASX: CDD]. www.cardno.com.



Federal Court of Australia
District Registry: New South Wales
Division: General

No: NSD1354/2019

CARDNO LIMITED ACN 108 112 303
Plaintiff

ORDER

JUDGE: JUSTICE JAGOT

DATE OF ORDER: 18 October 2019

WHERE MADE: Sydney

THE COURT ORDERS THAT:

1. Pursuant to section 411(4)(b) of the *Corporations Act 2001* (Cth) (the **Act**), the scheme of arrangement between Cardno Limited (ACN 108 112 303) (**Cardno**) and holders of fully paid ordinary shares in Cardno in the form set out in Exhibit 3 be approved.
2. Pursuant to s 411(12) of the Act, Cardno be exempted from compliance with s 411(11) of the Act.
3. These orders be entered forthwith.

Date that entry is stamped: 18 October 2019


Registrar