

Media Release and ASX Announcement

28 February 2017

ON-MARKET SHARE BUYBACK

Cardno Limited (**Cardno**) announces that its board has approved the implementation of an on-market share buyback commencing 15 March 2017 (**Buyback**). Cardno's board has approved the Buyback of up to 10% of Cardno ordinary shares on issue during the 12 month period over which the Buyback will be conducted (unless concluded earlier or extended by Cardno).

The Buyback will be conducted within the '10/12 limit' (as defined in the *Corporations Act 2001* (Cth)) and does not require shareholder approval.

Cardno will buy shares under the Buyback if the board believes that the shares are trading below their intrinsic value. The board believes this is in the interests of all shareholders and will assist in managing the lack of liquidity in Cardno.

Further details about the Buyback are set out in the enclosed Appendix 3C.

– 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

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.

Appendix 3C

Announcement of buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
CARDNO LIMITED	70 108 112 303

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	On-market buyback (within 10/12 limit)
2	⁺ Class of shares/units which is the subject of the buy-back (<i>eg, ordinary/preference</i>)	Ordinary shares
3	Voting rights (<i>eg, one for one</i>)	One for one.
4	Fully paid/partly paid (<i>and if partly paid, details of how much has been paid and how much is outstanding</i>)	Fully paid.
5	Number of shares/units in the ⁺ class on issue	479,589,929
6	Whether shareholder/unitholder approval is required for buy-back	No.
7	Reason for buy-back	The buyback is being conducted to acquire shares that are trading at a value below what the Board believes to be the intrinsic value of the shares. This is intended to benefit all shareholders.

⁺ See chapter 19 for defined terms.

Appendix 3C Announcement of buy-back

- 8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)
- None, apart from any information publicly disclosed by the Company through the ASX prior to the date of this notice.

On-market buy-back

- 9 Name of broker who will act on the company's behalf
- Credit Suisse Equities (Australia) Limited.
- 10 Deleted 30/9/2001.
- 11 If the company/trust intends to buy back a maximum number of shares - that number
- Note: This requires a figure to be included, not a percentage.
- Up to a maximum of 10% of the issued ordinary shares of the Company as at the date of this announcement, being 47,958,992 shares. The Company reserves the right to suspend or terminate the buy-back at any time.
- 12 If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention
- Commencing no earlier than 15 March 2017 and ending within 12 months from the date of this announcement. The Company reserves the right to suspend or terminate the buy-back at any time.
- 13 If the company/trust intends to buy back shares/units if conditions are met - those conditions
- N/A.

Employee share scheme buy-back

- 14 Number of shares proposed to be bought back
- N/A.
- 15 Price to be offered for shares
- N/A.

⁺ See chapter 19 for defined terms.

Selective buy-back

- 16 Name of person or description of class of person whose shares are proposed to be bought back N/A.
- 17 Number of shares proposed to be bought back N/A.
- 18 Price to be offered for shares N/A.

Equal access scheme

- 19 Percentage of shares proposed to be bought back N/A.
- 20 Total number of shares proposed to be bought back if all offers are accepted N/A.
- 21 Price to be offered for shares N/A.
- 22 ⁺Record date for participation in offer N/A.
Cross reference: Appendix 7A, clause 9.

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.



Sign here:
(Director/Company secretary)

Date: 28 February 2017

Print name: Courtney Marsden

⁺ See chapter 19 for defined terms.