

8 January 2019

Attention: Ms Isabella Wong
Adviser, Listings Compliance
ASX Compliance Pty Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

By email

Dear Ms Wong

CARDNO LIMITED APPENDIX 3Y – CHANGE OF DIRECTOR’S INTEREST NOTICE

We refer to your letter dated 7 January 2019 concerning the Appendix 3Y – Director’s Interest Notice that was lodged by Cardno Limited (ASX:CDD) (**Company**) with ASX Limited (**ASX**) on 21 December 2018 for Mr Ian Ball and respond as follows:

1. Please explain why the Appendix 3Y was lodged late.

The Appendix 3Y was lodged late due to an administrative oversight. Upon becoming aware of this oversight, the document was prepared and lodged as soon as possible. The Company notes that the grant of unlisted options to Mr Ian Ball under the Cardno Performance Equity Plan the subject of the Appendix 3Y was approved by the Company’s shareholders at the Company’s annual general meeting on 24 October 2018 and therefore disclosed to the market.

2. What arrangements does the Entity have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

The Company and its Directors are aware of their responsibilities under ASX Listing Rules 3.19A and 3.19B. Each director is made aware upon joining the Board of their respective obligations to the Company regarding detailing of any changes in their notifiable interests.

3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

The Company believes that its current practices are adequate and ordinarily effective to ensure compliance with ASX Listing Rules 3.19A and 3.19B. The late lodgement of the Appendix 3Y in question was an unfortunate oversight on the part of the Company and does not reflect a deficiency in the internal procedures.

Yours sincerely



Vikash Naidu
Joint Company Secretary
Cardno Limited

Cardno Limited

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7 January 2019

Mr Peter Barker/Mr Vikash Naidu
Joint Company Secretary
Cardno Limited
Level 11 Green Square North Tower
515 St Paul's Terrace
Fortitude Valley QLD

By Email

Dear Mr Barker and Mr Naidu,

Cardno Limited (the "CDD") Appendix 3Y – Change of Director's Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by CDD with ASX Limited ("ASX") on 21 December 2018 for Mr Ian Ball (the "Appendix 3Y");
2. Listing rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.
 - On the date that the entity is admitted to the official list.
 - On the date that a director is appointed.The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.
 - 3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.
 - 3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.
3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.
4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendix 3Y indicate that a change in director's notifiable interest occurred on 24 October 2018. It appears that the Appendix 3Y should have been lodged with ASX by 31 October 2018 for the grant of options in accordance with the terms and conditions of the Cardno Limited Performance Equity Plan approved by shareholders at CDD's annual general meeting on 24 October 2018. Consequently, CDD may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds CDD of its contract with ASX to comply with the listing rules. In the circumstances, ASX considers that it is appropriate that CDD make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does CDD have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does CDD intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, **not later than half an hour before the start of trading (i.e. before 9.30 AM AEDT) on Wednesday, 9 January 2019.**

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked. If you have any queries or concerns, please contact me immediately

Yours sincerely

[Sent electronically without signature]

Isabella Wong
Adviser, Listings Compliance (Sydney)