

# Group Mandatory Requirement Dealing in Cardno Stock

## Dealing prohibition for all Employees

Do not deal in Cardno securities if you have price sensitive information relating to Cardno. The consequences for breach of the insider trading prohibitions are severe and could expose the person responsible to criminal and civil liability. Compliance with insider trading laws and this Group Mandatory Requirement (GMR) is an individual's responsibility and breach will be regarded by Cardno as serious misconduct which may lead to disciplinary action and/or dismissal.

- > If you are in possession of information that is not generally available to the public and which if it were, a reasonable person would expect it to have a material effect on the price or value of Cardno's shares, do not:
  - deal in securities; or
  - advise, procure or encourage another person to buy or sell securities
- > Do not pass on information to any other person, if you know or ought reasonably to know that the person may use the information to buy or sell (or procure another person to buy or sell) securities.
- > For the purposes of this GMR, 'Employees' includes an advisor, consultant, short-term contractor or long-term contractor who may be in possession of price sensitive information, but not including a Director, Manager or Financial Services Employee.

## Dealing prohibition for Directors, Managers and Financial Services Employees

Directors, Managers and Financial Services Employees (hereinafter referred to as "Designated Persons") are not permitted to buy or sell or trade in Cardno's shares during blackout periods.

- > The blackout periods are:
  - from 30 November until 10am (Australian Eastern Standard Time - AEST) the next trading day after the day the Appendix 4D Half Year Report is released to the Australian Stock Exchange (ASX); and
  - from 31 May until 10am (AEST) to the next trading day after the day the Appendix 4E Full Year Report is released to the ASX.
- > If a Designated Person wishes to deal in Cardno securities at any other time outside the blackout periods then they must obtain a "No Objection" notice which will be issued by the Company Secretary after consultation with the Chief Executive Officer, Chairman or Chairman of the Audit, Risk & Compliance Committee, as appropriate.
- > The notice will only be considered after the Designated Person confirms in writing, on a "No Objection Request" form, that they are not in possession of any price sensitive information. The "No Objection" notice may be given or refused by the Company in its discretion, without giving any reasons. It is final and binding on the Designated Person seeking the clearance but the Company may withdraw a "No Objection" notice if new information comes to light or there is a change in circumstances.

- > Designated Persons may trade once a “No Objection” notice has been issued but only until the earlier of 10 business days after issue of the notice, the date they become aware of unpublished price sensitive information or the date the “No Objection” notice is withdrawn by the Company. If a “No Objection” notice is not approved, then the Designated Person seeking the clearance must keep that information confidential and not disclose it to anyone.
- > The Company reserves the right to impose trading blackout periods on Directors, Executive Managers and Financial Services Employees in addition to those fixed blackout periods stated in this Policy.

#### Other restrictions

- > All Employees shall in all circumstances be prohibited from:
  - “short-selling” Securities (or an interest in Securities) - that is selling Securities, or an interest in Securities, beyond the level of the individual’s holdings
  - trading in Securities which operate to limit the economic risk associated with an individual’s holding of unvested Securities which are to be issued, subject to the individual having satisfied certain performance conditions, under the Company’s Performance Equity Plan or the Employee Tax Exempt Share Acquisition Plan
  - trading in Securities which enable an individual to profit from a decrease in the market price of Securities
  - dealing in Securities in connection with a margin lending arrangement; or
  - trading through any member of their family, or through a trust, company, fund or other related party over which they have influence or control, in circumstances where they would have been prohibited under this GMR or by law from trading in their own name
- > Where an individual to whom this GMR applies is acting as a trustee, dealing in the Securities by that trust is not permitted where the individual would have been prohibited under this Policy or by law from trading in their own name, unless:
  - that person is not a beneficiary of the trust; and
  - the decision to deal is taken by the other trustees or by investment managers on behalf of the trustees independent of that person to whom this GMR applies.

#### Exclusions

- > The following dealings are not subject to the provisions of this GMR and therefore do not require lodgement of a “No Objection” notice:
  - where Securities are being acquired through the exercise of options or rights granted under the Company’s share plan
  - through the exercise of options or rights granted under the Company’s performance equity plan
  - where Securities are obtained through entitlements under a rights issue or other offer
  - where Securities are acquired through the Dividend Reinvestment Plan
  - through the acceptance of a takeover offer
  - through a share buy-back; or

- under an acceptance of offers made to all shareholders.

## **Glossary**

**Director** means a Director of Cardno Limited.

**Dividend Reinvestment Plan** means the Dividend Reinvestment Plan of Cardno Limited.

**Financial Services Employee** means an Employee who is involved in the preparation of Cardno's half year or full year financial results.

**Key Management Personnel** means those persons having authority and responsibility for planning, directing and controlling the activities of Cardno, directly or indirectly.

**Manager** means the Chief Executive Officer, Key Management Personnel, Presidents of a Division and Division Managers within Cardno. It also includes any person who by their role or otherwise, becomes aware of price sensitive information that is not generally available to the public, including (but not limited to) Cardno board papers (e.g. executive assistants or IT technicians who may have access to a Manager's email or document folders).