FY18

2018 Full-Year Results Presentation

August 2018

Presenters: Michael Alscher, Chairman Peter Barker, CFO





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COVER IMAGES

Top Left: Cardno developed a detailed design, complete with a construction specification package for the Koombana Bay Foreshore in Western Australia. This award winning project significantly enhances the waterfront area.

Top Right: Cardno's expertise in market systems and economic and agriculture development is cultivating a positive future for small farmers and trade in Cambodia for the Cambodia Agricultural Value Chain Program. Photo credit: Robert Anscombe.

Bottom Left: Cardno was engaged by the ACT Government's Land Development Agency to provide engineering design consultancy and construction supervision services for the land subdivision of a brownfield site in the Canberra suburb of Campbell to create a mixed-use, urban development.

Bottom Right: Cardno field crew performing a Subsurface Utility Engineering (SUE) investigation as part of the Phoenix Light Rail Transit project in Arizona, United States.

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2018 Performance in Review



Cardno grew EBITDA by 28% in FY18 to \$56.2m which was in line with market guidance of \$55m to \$60m. Cardno is entering a phase of stability with incremental growth driven by business optimisation and accretive acquisition – simple and boring.

- Strong EBITDA growth of 28% to \$56.2m over pcp.
- Conversion of EBITDA into operating cash flow pre tax and interest expense of 95% (\$53.4m).
- Balance sheet remains strong with Net Debt/ EBITDA of 0.3x.
- The Americas Engineering and Environmental division performance continued to improve with EBITDA margin expanding from 1.6% to 4.8%. While this remains below industry averages the division is building positive momentum and we are optimistic this trend will continue.
- EBITDA margin in Asia Pacific Engineering declined from 10.9% to 7.5% driven by the roll off of a number of major projects as well as project provisioning in APAC North.
- APAC division (North and South) restructured in H2 to increase collaboration and revenue opportunities across regions.
- Construction Sciences performed strongly due to elevated infrastructure building works in Australia.
- ID sustained strong performance through the year with material growth in backlog.
- PPI returned to profitability in Q4 and we expect this trend to continue.
- Wind down of LATAM projects and operations consistent with management expectations.
- US restructured under one US President, Susan Reisbord who is double hatting as President of Science and Environment division in the US.
- Backlog grew by 9.7%.

2018 Performance in Review: 2019 Forward Focus



Cardno grew EBITDA by 28% in FY18 to \$56.2m which was in line with market guidance of \$55m to \$60m. Cardno is entering a phase of stability with incremental growth driven by business optimisation and accretive acquisition – simple and boring.

- Organisational restructure in Australia/ US largely complete and the Board does not expect further restructure costs going forward.
- Key focus of business now:
 - Returning all divisions to organic growth.
 - Expanding EBITDA margins across all divisions.
 - Considerable BD investment made in FY19 which will see some parts of the business go backwards given the lag between cost introduction and revenue/ profit benefit.
 - Explore on strategy bolt on acquisitions to gain access to geographies, skill sets or service lines.
 - Disciplined process established for due diligence and integration.
 - Considerable IT/ Digital investment to elevate the business to better service clients and increase productivity.
 - Executing on greater client collaboration across offices.

2018 Performance Overview



One of the most pleasing outcomes exiting FY18 is a very structured business with emerging momentum. Each division reached different milestones over the year.

Key milestones in FY18 at a divisional level include:

Asia Pacific

- > Restructure and alignment of operations within the two divisions to capitalise on collaboration and client opportunities
- > Change out of leadership and certain Senior Management in APAC North to create stronger growth environment
- > Completed a small bolt-on utility locating business in Sydney

Americas

- > Significantly improved results and EBITDA margins exiting FY18
- > Overhaul of the US benefits plan resulting in considerable ongoing cost savings
- > Restructured reporting lines to create President Americas role to focus attention on several growth initiatives

International Development

- > Implementation of consolidated project management and tracking tool across the division
- > Performance continues to improve with new contract wins and cost management
- > Invested heavily to see step change in business into FY20/21

Construction Sciences

- > Trialling new technologies to increase safety and efficiency
- > Completed two small bolt-on acquisitions, focused on materials testing, one during the year and one early July 2018

PPI

- > Evolution into a Quality Assurance business yielding positive results
- > Clean up of the division finalised leaving core business solid to focus on growth
- > Business cashflow positive Q4 FY18
- > Order book and general activity increasing as we exit FY18

LATAM

- > Continued scaling back of operations with the roll off of projects in Caminosca
- > Expansion of the Entrix environmental sciences business into Peru strengthening margins and results

2018 Rebuilding Momentum



Based on our previous presentation at the 2017 AGM we have made progress rebuilding financial performance during the year with continued focus on initiatives which drive stability, retention, governance and organic growth. No silver bullet initiatives, just initiatives to optimise performance and engagement.

Key initiatives a	t a group level are:		
Finance	 Further work on development of Calumo (Business Intelligence Software) and other key indicators Continuing work on transparency, KPI's and cost allocations 	WIP	Calumo development work is ongoing
Human Resources	New talent review system and succession planningOngoing work on diversity and follow up on engagement survey		Talent and succession planning in place. New benefits program launched.
Health & Safety	> New global online H&S reporting system		New online global incident management system launched.
Marketing	 New web site, intranet and social media programs New go to market strategy – values, principals/senior principals, branding 		Marketing strategy rolled out with new web site to be launched in Q1 2019.
Internal Audit	 Establish internal audit program across the business Cyber security review and implementation of recommendations 		Audit program and framework established and implemented. Security review conducted.
Training	 New online group induction training Rollout of consistent system and project management training globally 		Training completed with ongoing assessment and updates to be provided.

New CEO & MD, Ian Ball



We welcome the appointment of Ian Ball who we believe brings considerable skills to the role. His first eight weeks will be spent in a global onboarding program learning the business after which he will be responsible for the business day to day...

PREVIOUS ROLES	FIT FOR ROLE
PREVIOUS ROLES > EY • Advisory Senior Client and Senior Strategy Partner • Deputy CEO Oceania and Markets Leader • COO Advisory Asia Pacific • Managing Partner Advisory NSW and Canberra > Silver Lake • Value Creation Leader, Europe > IBM • Managing Partner Australia and NZ, Global Business Services • Asia Pacific Leader (Financial Services), Global Business Services • Practice Leader – USA (Financial Services), Global Business Services	 > Run business of similar scale or larger > Run a portfolio, multiple stream business ✓ > Developed and executed growth strategies > Led cultural change ✓ > Optimisation of operational systems and processes > Business development track record ✓ > M&A and integration experience ✓ > Services industry experience
 Strategy Consulting Senior Partner (multiple roles) 	> Engineer or Scientist ✓

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2018 Full-Year Financial Performance Highlights



Full year underlying EBITDA of \$56.2m in line with market guidance of \$55-\$60m.

- > Fee revenue was down 3% on prior year.
- > EBITDA from continuing operations of \$56.2m up 28% from \$44.0m EBITDA in FY17.
- Net Operating Profit before Tax of \$38.2m. Net Loss after Tax of \$14.0m includes \$32.8m charge to reduce tax assets associated with the change in US federal corporate income tax rate from 35% to 21%.
- > Net operating profit after cash tax paid of \$33.4m due to tax benefit from prior year losses.
- > Backlog up by 9.7% to \$1,433m on a like for like basis.
- Strong conversion of EBITDA into Net Cash Flow from Operations of 95% pre tax and interest and 81% net of tax and interest, reflecting ongoing working capital management and timing of debtor receipts and creditor payments.

2018 Results A\$ million

	Reported				
		Percent chang	e year on year		
Gross Revenue	\$1,117.0	_	-5.5%		
Fee Revenue	\$763.5	_	-3.1%		
EBITDA	\$56.2		27.7%		
Net Operating Profit after Tax ⁽¹⁾	\$20.0		0.4%		
Net Operating Profit after Cash Tax Paid	\$33.4		66.3%		
Abnormal items ⁽²⁾	\$34.0		198.2%		
Net Profit before Tax	\$35.1	A	182.0%		
Net Loss after Tax	\$14.0	_	-263.0%		
Backlog ⁽³⁾	\$1,432.6		9.7%		
Net Cash Flow from Operations	\$45.7	A	1302.6%		

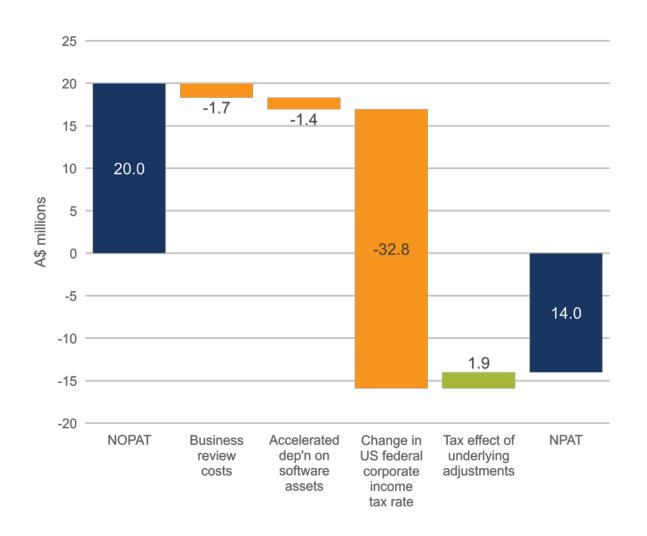
⁽¹⁾ Net Operating Profit after Tax, is a non-IFRS term which reflects the operating position of the business prior to one off and impairment adjustments. A reconciliation of NPAT to NOPAT has been prepared and is shown on slide 11.

⁽²⁾ See slide 10. Abnormal items are driven predominately by change in US tax rate.

⁽³⁾ Backlog reported on a total contract basis, being the total value of the signed contract less the value of work performed to date.

2018 Full-Year Financial Performance Highlights





The Net Loss after Tax \$14.0m includes abnormal charges related to business review costs, accelerated depreciation and tax adjustments.

- > Legacy business review costs of \$1.7m:
 - \$8.0m provision associated with the wind down of LATAM (Caminosca) business.
 - \$0.7m expense relating to acquisitions during FY18.
 - (\$1.9m) release of litigation provision taken up in FY17 as a result of favorable settlement terms.
 - (\$2.8m) release of provision taken in FY17 associated with the closure of Nigeria business due to collection of debtors previously provided for as unlikely to be collected.
 - (\$1.2m) release of onerous lease costs associated with office closures in FY17 relating to sub leasing and other initiatives.
 - (\$1.1m) release of provision taken in FY17 for overhead rate audit due to favourable negotiations.
- > Accelerated Depreciation on Software Assets of \$1.4m:
 - Acceleration of depreciation of externally purchased software continued from FY17.
- > Change in US federal corporate income tax rate of \$32.8m:
 - Reduction in the US tax rate from 35% to 21%.
- Tax effect of underlying adjustments of \$1.9m.

2018 Full-Year Financial Performance Highlights



		2017			2018		
(A\$ Millions)	1H17	2H17	FY	1H18	2H18	FY18	%
Total revenue from continuing operations	575.7	606.3	1,182.0	543.4	573.6	1,117.0	(5.5%)
Fee revenue from continuing operations	391.4	396.8	788.2	346.3	417.2	763.5	(3.1%)
EBITDA from continuing operations	23.2	20.8	44.0	30.2	26.0	56.2	27.7%
EBITDA margin	5.9%	5.3%	5.6%	8.7%	6.2%	7.4%	
Operating profit before tax from continuing operations	9.8	11.7	21.5	21.7	16.5	38.2	77.7%
Net operating profit after tax ⁽¹⁾ from continuing operations (NOPAT)	10.2	9.7	19.9	13.9	6.1	20.0	0.4%
Net operating profit after cash tax paid from continuing operations	6.2	13.9	20.1	21.1	12.3	33.4	66.3%
Net profit / (loss) after tax from continuing operations	(21.1)	1.8	(19.3)	(21.9)	7.9	(14.0)	27.5%
Discontinued operations	27.6	0.3	27.9	0.0	0.0	0.0	100.0%
Net profit / (loss) after tax	6.5	2.1	8.6	(21.9)	7.9	(14.0)	(263.0%)
Net cash flow from operations	(9.9)	6.1	(3.8)	31.6	14.1	45.7	1302.6%
Net operating cash flow / NOPAT	(97.1)%	63.1%	(19.0)%	227.3%	232.0%	228.8%	
Basic earnings per share (cents)	1.37	0.42	1.79	(4.62)	1.65	(2.97)	
NOPAT basic earnings per share (cents)	2.13	2.03	4.16	2.93	1.30	4.23	

⁽¹⁾ Net Operating Profit after Tax, is a non-IFRS term which reflects the operating position of the business prior to impairment adjustments. A reconciliation of NPAT to NOPAT has been prepared and is shown above.

2018 Full-Year Segments



Americas Engineering and Environmental

- > Region structured as three divisions: Science & Environment, Infrastructure, Government Environmental & Asset Management Services
- > FY18 Revenue \$378.3m, EBITDA \$18.3m
- > 102 locations, 1,689 staff

Cardno International Development

Global operations, three major geographies: Americas, Europe (UK and continental Europe), Asia-Pacific

- > FY18 Revenue \$313.5m, EBITDA \$6.4m
- 9 locations (Cardno offices), 1,787 staff *

Portfolio Companies: Cardno PPI, and Latin America

- > FY18 Revenue \$47.9m, EBITDA (\$0.4m)
- > 3 locations, 228 staff



Asia Pacific Engineering and Environmental

- > Managed in two geographic regions: Northern and Southern.
- > FY18 Revenue \$266.0m, EBITDA \$20.0m
- > 36 locations, 1,386 staff



- > FY18 Revenue \$111.3m, EBITDA \$11.4m
- > 18 locations, 740 staff

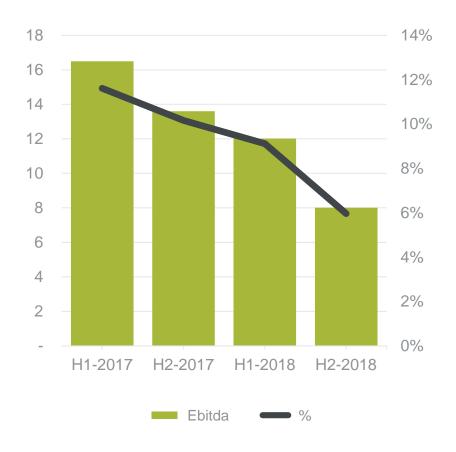
NB: Staff numbers include permanent, part time and long term contractors.

*Excludes short term contractors (118), contingent workers (106) and group functions (135).

2018 Full-Year Segments: Asia Pacific



ASIA PACIFIC EBITDA AND % MARGIN A\$ million



Asia Pacific Engineering EBITDA margins declined from 10.9% to 7.5% driven by the continued wind down of a number of major projects in early FY18 as well as "project clean up" in APAC North. Division restructured in H2 with solid platform for growth going forward.

- > Gross Revenue in FY18 of \$266.0m, 3.6% lower than FY17, reflecting the previously flagged completion of three major projects.
- > EBITDA margin was 7.5%, versus 10.9% margin achieved in FY17.
- No major project wins in Asia Pacific with a number of major projects tailing off. Our Business Development group continues to position Cardno on a number of major project opportunities in QLD, NSW, VIC and Asia.
- > Business restructured in June 2018 to align operations between the northern and southern operations and support increased collaboration.

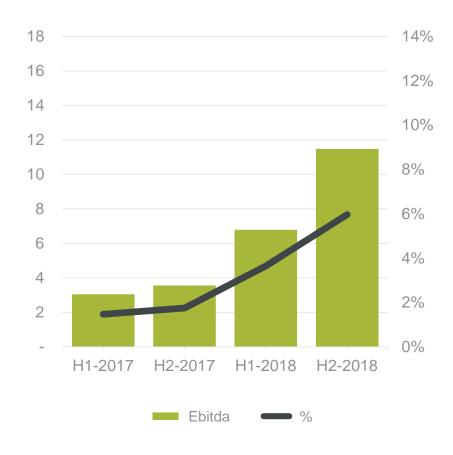
- > East Bay Water Supply Scheme, Philippines for Manila Water.
- > Kings Highway Nelligen, bridge replacement for NSW Roads & Maritime Services.
- > Dahua Group Australia, land development project.
- > City of Melbourne, Southbank Boulevard and Dodds Street redevelopment.

2018 Full-Year Segments: Americas



AMERICAS EBITDA AND % MARGIN

A\$ million



The Americas Engineering and Environmental division performance continued to improve with EBITDA margin expanding from 1.6% to 4.8%. While this remains below industry averages the division is building positive momentum.

- Solution Street Services Se
- > EBITDA margin was 4.8%, which while not where we would like it to be, represents a substantial improvement on the 1.6% achieved in FY17.
- Improvement in operating margin driven by a series of initiatives that reduced non client facing management and labour, fringe (insurance, health), overhead and occupancy costs.
- > Focus is on growing revenue and margin.

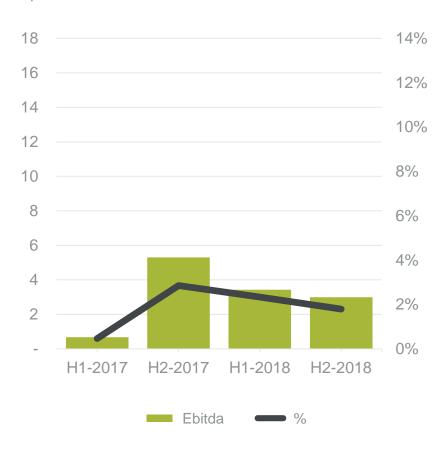
- > U.S. Marine Corps, asset management consulting services (BUILDER) at bases in Hawaii, Japan, Okinawa and Korea.
- > Southern California Edison on-call support for electrical transmission and distribution service lines.
- > Phoenix Arizona Salt River Project / Subsurface Utility Engineering on call services.
- > Florida Department of Transport I-75 and SR 50 Reconstruction.
- > Navy and Marine Corps IDIQ contract for NEPA.
- US Air Force Reserve Command support civil engineering and environmental planning programs worldwide.

2018 Full-Year Segments: International Development



ID EBITDA AND % MARGIN

A\$ million



International Development (ID) consolidated the growth in backlog and cost savings initiatives in a solid result.

- Solution Serve Serve
- EBITDA margin in FY18 of 2.0% reflects ongoing business discipline and is up on FY17 of 1.8%.
- > Backlog continues to grow as we respond to various International Development tender processes (primarily in the northern hemisphere).
- A number of investments have been made that will affect margin in FY19 in this division to build the business sustainably in the medium term.

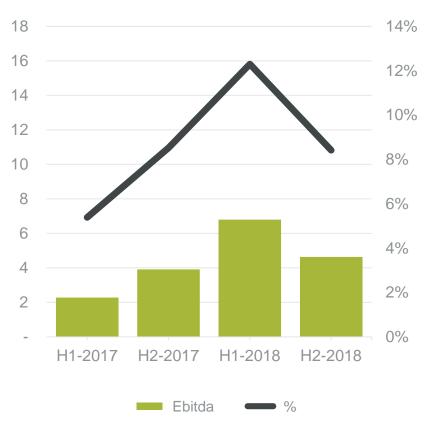
- DFID Uganda Cities and Infrastructure technical assistance to governments, municipal authorities and public agencies on private and public infrastructure investment.
- > DFAT Prospera technical assistance and logistical support to institutional partners to foster strong, sustainable and inclusive economic growth.
- MCC Nepal procurement and fiscal agent services for the implementation of the Millennium Challenge Corporation.
- > EU Technical Assistance support for the High Value Crop and Horticulture Project implement an effective value chain for production and sale of high value crops.
- > FCO Prosperity Fund primary supplier to the Foreign and Commonwealth Office in the UK.

2018 Full-Year Segments: Construction Sciences



CONSTRUCTION SCIENCES EBITDA AND % MARGIN

A\$ million



Construction Sciences benefited from the ongoing delivery of existing contracts and new contract wins against the backdrop of a generally improving market, plus the inclusion of a small bolt-on acquisition in the FY18 year.

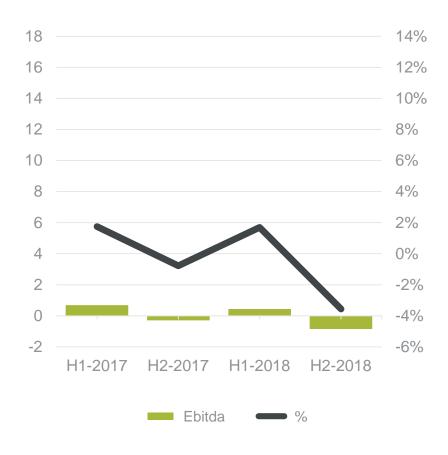
- > Gross Revenue in FY18 of \$111.3m, up 26.2% on FY17 of \$88.2m.
- > EBITDA margin was 10.3%, which is higher than the 7.0% margin achieved in FY17.
- The business closed out the year on slightly lower margins from H1 due to weather conditions and project mix.
- > Completed two small bolt-on acquisitions, focused on materials testing, one during the year and one early July 2018.

- > WA Gold Road, Kalgoorlie, materials testing.
- > Mackay ring road, materials testing.
- > BAC parallel runway, materials testing.
- > M1/M3 Gateway merge, materials testing.
- > NorthConnex civil fitout, materials testing.

2018 Full-Year Segments: Portfolio Companies



PORTFOLIO COMPANY EBITDA AND % MARGIN A\$ million



Oil and Gas business exited year with positive margins. Latin America business has continued to run off major projects driving material revenue declines.

- > Gross Revenue in FY18 of \$47.9m, this was 37.8% down on FY17.
- Oil & Gas business continues to rebuild with the business diversifying revenue into new markets and shifting focus to increased QC revenue streams. The business finished the year with the first profitable quarter in the past 12 quarters.
- > The Latin America business continues to operate in challenging market conditions with a focus on risk mitigation and rolling off of historical work. Focus is on completing and winding down the engineering projects in Ecuador. The joint venture projects continue to be challenging and provide for 'lumpy' financial results.

- > Zachry Freeport LNG Facility, QA services.
- > Murphy & Shell Upstream, QAQC Services.

2018 Full-Year Balance Sheet



	FY2016	FY2017	FY2018
	\$'000's	\$'000's	\$'000's
Cash and cash equivalents	105,613	80,028	71,127
Trade and other receivables	191,053	218,749	212,158
Inventories	115,305	96,882	73,773
Other current assets	26,328	13,696	15,066
Total current assets	438,299	409,355	372,124
PPE	47,310	35,593	49,336
Intangible assets	322,604	295,873	313,017
Deferred tax assets	118,580	142,127	102,333
Other financial assets	3,770	1,323	236
Total non-current assets	492,264	474,916	464,922
Total assets	930,563	884,271	837,046
Trade and other payables	125,115	144,327	120,840
Loans and borrowings	2,795	615	2,165
Other current liabilities	87,279	87,117	80,786
Total current liabilities	215,189	232,059	203,791
Trade and other payables	-	-	3,015
Loans and borrowings	152,425	94,708	88,900
Other non-current liabilities	5,852	12,227	8,132
Non-current liabilities	158,277	106,935	100,047
Total liabilities	373,466	338,994	303,838
Net assets	557,097	545,277	533,208
		0.0,277	000,200
Net Debt/EBITDA (lending covenant <= 3.0x)	1.5x	0.4x	0.3x
Interest Cover Ratio* (lending covenant >= 3.0x)	3.5X	5.6x	16.3x
Net Asset Value (lending covenant >= \$446.7M)	557,097	545,277	533,208

- Continued focus on WIP conversion to debtors then debtors collection, has resulted in a decrease in WIP and trade and other receivables.
- Small strategic bolt on acquisitions during the year resulting in increase in intangible assets.
- Decrease in deferred tax assets a result of the reduction in the US federal corporate income tax rate from 35% to 21%.
- Decrease in payables reflects timing of significant creditor payments.
- Business is in compliance with all covenants with significant head room.

^{*} Interest Cover Ratio is the ratio of EBITDA to Net Interest Expense for the prior 12 months.

2018 Full-Year Balance Sheet Strength



Net Asset Value (lending covenant >= \$446.7M)	557,097	545,277	533,208
Interest Cover Ratio* (lending covenant >= 3.0x)	3.5X	5.6x	16.3x
Net Debt/EBITDA (lending covenant <= 3.0x)	1.5x	0.4x	0.3x
(Cash + Debtors + WIP)/Debt	2.7x	4.2x	3.9x
(Cash + Debtors + WIP)/(payables + debt)	1.5x	1.7x	1.7x
Current assets/Current liabilities	2.0x	1.8x	1.8x
Net tangible assets	234,493	249,404	220,191
Trade + Other Receivables – trade payables	65,938	74,422	88,303
Intangible assets	322,604	295,873	313,017
Total debt facilities	US\$210m	US\$91.6m	US\$91.6m
Net debt	49,607	15,294	19,938
	\$'000's	\$'000's	\$'000's
	FY2016	FY2017	FY2018

^{*} Interest Cover Ratio is the ratio of EBITDA to Net Interest Expense for the prior 12 months.

- 1. Net debt now \$19.9m which is slightly up from \$15.3m as at 30 June 2017 and significantly down from \$49.6m at 30 June 2016.
- Net tangible assets decreased primarily as a result of the decrease to deferred tax assets.
- 3. Liquidity ratios all remain healthy.



Our ongoing strong balance sheet enables the company to focus on long term sustainable growth options to build value for shareholders.

2018 Cash Flow



Cash and cash equivalents at period end	105,613	80,028	71,127	
Other	996	997	2,118	
Cash and cash equivalents 1 July	84,750	105,613	80,028	
Net increase in cash	19,867	(26,582)	(11,019)	
			(=:,:00)	
Net cash used in financing activities	(87,998)	(63,198)	(27,156)	
Other	4,808	(2,303)	(2,039)	
Dividends	(7,693)	-	-	
Net change in borrowings	(262,151)	(55,225)	(11,200)	4
Share buy back	-	(5,670)	(13,917)	3
Proceeds from issue of shares	177,038	-		
3	- , -	-, -	(20,000)	
Net cash used in investing activities	51,478	40,449	(29,565)	
Other investing activities	8,704	932	(10,021)	
Payments for PPE	(19,312)	(12,280)	(18,827)	
Acquisition of subsidiaries, deferred consideration	(23,857)	(6,180)	(10,738)	2
Proceeds on disposal of subsidiaries	85,943	57,977		
Net cash provided by operating activities	56,387	(3,833)	45,702	
Income tax paid	5,698	(1,388)	(4,738)	
Net interest paid	(10,387)	(4,720)	(2,943)	1
Working capital movement	17,517	(41,730)	(2,827)	
Underlying EBITDA	43,559	44,005	56,210	
	FY2016 \$'000's	FY2017 \$'000's	FY2018 \$'000's	

\$45.7M cash from operations primarily used for reduction of debt, PP&E, share buy back and two small bolt-on acquisitions.

- Interest costs significantly reduced.
- Completed small bolt-on acquisition in the Construction Sciences business (NSW) and APAC utility locating business (NSW).
- Surplus funds utilized for ongoing buyback program.
- Then a further reduction in debt (repayment of bank debt facility).

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Outlook for FY19



FY19 is the third year of a multi year business improvement plan. The focus of the business remains the same: cost control, organic growth, invest in people and where appropriate strategic accretive bolt on acquisitions.

- The focus of the board is on returning the business to positive organic growth after the restructure of the divisions over the past three years. The focus remains on medium term EBITDA growth, with a number of investments in FY19 which will limit EBITDA growth in some divisions in the short term.
- The business will continue to explore 'on strategy' acquisitions to gain access to key markets or skill sets. Disciplined M&A process established.
- The business is continuing its investment in internal systems and process improvement. This includes investment in business development processes, staff, information technology and training.
- After a period of under investment and poor historical capital allocation, elevated capital expenditure will continue into FY19. Cardno is forecast to invest \$15m to \$20m in capital expenditure on the current existing business next year.
- The company will continue its share buy back program while the Board considers this an appropriate allocation of shareholder capital.
- The business expects to re-finance the existing debt facility during FY19 ahead of term (Dec 19).

Cardno is operationally and financially in the strongest position it has been in the past three years. The company believes there is a solid basis for both revenue and EBITDA growth in the medium term.

Cardno does not intend to issue further profit guidance from here unless there is a material change in performance over prior year.

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