

1 August 2019

QUBE

The Manager, Companies
Australian Securities Exchange
Companies Announcement Centre
20 Bridge Street
SYDNEY NSW 2000

QUBE HOLDINGS LIMITED
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Dear Sir/Madam

Recommended Takeover Offer by Qube Holdings Limited for Chalmers Limited (ASX: CHR) – supplementary bidder's statement and Offer free of defeating condition – prescribed occurrences

We refer to the off-market takeover offer by Qube Holdings Limited (**Qube**), through its wholly-owned subsidiary, Qube Logistics (Aust) Pty Ltd (**Qube BidCo**), for all of the ordinary shares in Chalmers Limited (the **Offer**).

We attach, by way of service:

- (a) pursuant to section 647(3)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a supplementary bidder's statement dated 1 August 2019; and
- (b) pursuant to sections 630(3), 650F(1) and 650F(3) of the *Corporations Act*, a notice from Qube BidCo notifying status of defeating conditions and freeing the Offer from the defeating condition contained in section 12.8(h) (*No prescribed occurrences*) of the bidder's statement dated 1 July 2019 (as supplemented by the supplementary bidder's statement dated 1 August 2019), which includes the Offer.

Sincerely



Adam Jacobs
Company Secretary and Corporate Counsel



THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO HOW TO ACT, YOU SHOULD CONSULT YOUR FINANCIAL OR LEGAL ADVISER AS SOON AS POSSIBLE.

Supplementary Bidder's Statement

in relation to the

Recommended Offer

by

Qube Logistics (Aust) Pty Ltd (ABN 18 123 003 930),
a wholly-owned subsidiary of Qube Holdings Limited (ABN 14 149 723 053)

to acquire all of your shares in

Chalmers Limited (ABN 34 004 471 032).

Please call the Offer Information Line on 1300 381 071 (within Australia) or +61 3 9415 4035 (from outside Australia) from 9:00am to 5:00pm (Sydney time) on Business Days if you have any questions or require assistance. For legal reasons, calls to this number will be recorded.

Legal Adviser

Allens > < Linklaters

1 Supplementary Bidder's Statement

This is a Supplementary Bidder's Statement under section 643 of the *Corporations Act 2001* (Cth) (**Supplementary Bidder's Statement**).

This Supplementary Bidder's Statement is given by Qube Logistics (Aust) Pty Ltd (ABN 18 123 003 930) (**Qube BidCo**), a wholly-owned subsidiary of Qube Holdings Limited (ABN 14 149 723 053) (**Qube**) and supplements, and should be read together with, the Bidder's Statement dated 1 July 2019 given by Qube BidCo to Chalmers in relation to the off-market takeover bid by Qube, through Qube BidCo, for all of the ordinary shares in Chalmers Limited (ABN 34 004 471 032) (**Chalmers**) and lodged with the Australian Securities and Investments Commission (**ASIC**) on 1 July 2019 (the **Bidder's Statement**).

2 Supplementary Statement

2.1 Overview

Qube BidCo refers to the announcement made by Qube today (the **Investment Properties Valuation Announcement**) that as part of its FY19 accounts preparation, it has completed the valuation of its investment properties, resulting in an overall fair value gain of these assets of around \$155.4 million (pre-tax).

2.2 Announcement

A copy of the Investment Properties Valuation Announcement can be obtained from the ASX website (www.asx.com.au) and is included as **Appendix A** of this Supplementary Bidder's Statement.

3 Other notices

Words defined in the Bidder's Statement have the same meaning in this Supplementary Bidder's Statement unless the context requires otherwise.

A copy of this Supplementary Bidder's Statement has been lodged with ASIC and sent to Chalmers earlier today. Neither ASIC nor any of its officers take any responsibility for its contents.

This Supplementary Bidder's Statement has been approved by unanimous resolution of the directors of Qube BidCo.

Dated 1 August 2019

Signed for and on behalf of Qube BidCo on 1 August 2019:



Maurice James

Director

Appendix A

The QUBE logo consists of the word "QUBE" in a bold, yellow, sans-serif font. The letter "Q" is stylized with a small gap at the top. The logo is set against a dark grey rectangular background.

1 August 2019

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Sizeable Increase in Value of Qube's Investment Properties

Qube today announces that as part of its FY19 accounts preparation, it has completed the valuation of its investment properties, resulting in an overall fair value gain of these assets of around \$155.4 million (pre-tax).

Qube's investment properties comprise those properties for which Qube generates (or is expected to generate) passive rental income from leasing these assets to third parties. This includes Qube's 99-year leasehold interest in the land and warehousing at Moorebank, and several other freehold properties that are leased to third party tenants.

The investment properties do not include other assets used by Qube in its operations such as warehouses occupied by Qube or rail terminals operated by Qube which are classified as Property, Plant and Equipment and valued at cost less accumulated depreciation.

While the fair value gains from Qube's investment properties are included in Qube's statutory results, consistent with past practice, they will not be reflected in Qube's underlying results as they are non-cash and unrealised.

In addition, Qube is well progressed in its assessment of impairments and currently expects to report total non-cash impairments of around \$14.0 million (pre-tax) at 30 June 2019 relating to the carrying value of its investments in associates Prixcar, NSS and Quattro.

These figures are preliminary and are subject to the finalisation of the audit of Qube's FY19 statutory accounts.

Further information on these matters will be provided with Qube's full year results which will be released on 22 August 2019.

For further information, please contact:

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Corporations Act 2001 (Cth)
Section 630(3) and Section 650F

Notice Status of Defeating Conditions and Offer Freed of Defeating Condition

Qube Logistics (Aust) Pty Ltd (ABN 18 123 003 930) (**Qube BidCo**) gives notice in accordance with sections 630(3), 650F(1) and 650F(3)(a) of the *Corporations Act 2001* (Cth) in relation to Qube BidCo's takeover offer for Chalmers Limited (ASX: CHR) (ABN 34 004 471 032) (**Chalmers**) as set out in the bidder's statement dated 1 July 2019 (**Bidder's Statement**), as supplemented by the supplementary bidder's statement dated 1 August 2019, which includes an offer dated 8 July 2019 (**Offers**).

Qube BidCo gives notice under sections 630(3) and 650F(1) that:

- 1 Qube BidCo today declares the Offers free from the conditions contained in section 12.8(h) (No Prescribed Occurrences) of the Bidder's Statement;
- 2 as announced on 29 July 2019, the following defeating conditions in section 12.8 of the Bidder's Statement had been fulfilled:
 - (a) the condition in section 12.8(a) (minimum relevant interest);
 - (b) the condition in section 12.8(b) (no regulatory actions);
 - (c) the condition in section 12.8(c) (no cessation of licences, registrations, certifications or accreditations);
 - (d) the condition in section 12.8(d) (no Material Adverse Change);
 - (e) the condition in section 12.8(e) (no material acquisitions, disposals or new commitments);
 - (f) the condition in section 12.8(f) (no Change of Control or Other Rights); and
 - (g) the condition in section 12.8(g) (No Dividends);
- 3 the condition in section 12.8(i) (No Prescribed Occurrences between the announcement date and the date of the Bidder's Statement) was fulfilled as at the date the Bidder's Statement was given to Chalmers, being 1 July 2019; and
- 4 Qube BidCo's voting power in Chalmers is 95.06%.

Accordingly, the Offers are no longer subject to any of the defeating conditions set out in the Bidder's Statement.

Dated 1 August 2019



Maurice James

Director

For and on behalf of Qube Logistics (Aust) Pty Ltd