



## ASX ANNOUNCEMENT

Wednesday 12 November 2014

The Manager  
Company Announcements Office  
Australian Securities Exchange  
Level 45, South Tower Rialto  
525 Collins Street  
MELBOURNE VIC 3000

### ELECTRONIC LODGEMENT

Dear Sir or Madam

#### 2014 Results of Annual General Meeting

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, we advise details of the resolutions and poll results at the Asciano 2014 Annual General Meeting.

#### 2: Remuneration Report

The following non-binding resolution was decided on a Poll and the resolution passed.

“That the Remuneration Report for the financial year ended 30 June 2014 be adopted”

For*	94.75%
Against	5.25%

#### 3: Re-election of Director – Mr Chris Barlow

“That Mr Chris Barlow, who retires under Article 9.2(a) of the Company’s constitution and, being eligible, offers himself for election, be re-elected as a Director of the Company.”

For*	99.96%
Against	0.04%

#### 4: Re-election of Director – Ms Shirley In’tVeld

“That Ms Shirley In’tVeld, who retires under Article 9.2(a) of the Company’s constitution and, being eligible, offers herself for election, be re-elected as a Director of the Company.”.

For*	99.87%
Against	0.13%

#### 5: Grant of Rights to Chief Executive Officer – 2015 Financial Year

“That approval be given for the grant of a maximum of 418,234 rights to acquire shares in the Company to the Managing Director and Chief Executive Officer, Mr John Mullen, in accordance with the rules of the Asciano Limited Long Term Incentive Plan and that approval be given



for the purposes of sections 200B and 200E of the Corporations Act 2001 for the giving of benefits to Mr John Mullen under the Plan, on the terms summarised in the Explanatory Notes.”

For*	95.73%
Against	4.27%

#### 6: Renewal of Proportional Takeover Provisions

“That the proportional takeover provisions contained in Rule 15 of the Company’s constitution be renewed with effect from the date of this meeting for a further period of 3 years.”

For*	99.49%
Against	0.51%

The voting position is attached.

Yours faithfully

A handwritten signature in blue ink, reading "Lyndall Stoyles".

**Lyndall Stoyles**  
Group General Counsel & Company Secretary

\*includes available proxies cast by the Chairman of the meeting



**ASCIANO LIMITED**  
**Annual General Meeting**

**Proxy Summary**  
**Wednesday, 12 November 2014**

**ITEM 2 REMUNERATION REPORT**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
726,206,401	40,445,279	834,778	3,748,837

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against	Abstain
730,203,871	40,447,552	853,046

**ITEM 3 RE-ELECTION OF DIRECTOR MR. CHRIS BARLOW**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
767,080,539	317,933	202,458	3,774,773

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against	Abstain
771,412,628	324,825	220,726

**ITEM 4 RE-ELECTION OF DIRECTOR MS. SHIRLEY IN'T VELD**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
766,414,261	1,015,694	171,727	3,774,021

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against	Abstain
770,750,553	1,016,344	189,995

**ITEM 5 GRANT OF RIGHTS TO CEO - FY15**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
725,322,811	32,481,245	9,693,640	3,739,393

The motion was carried as an ordinary resolution on a poll the details of which are:

For	Against	Abstain
729,282,722	32,494,595	9,712,228

**ITEM 6 RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's discretion
763,352,312	3,940,309	316,228	3,766,854

The motion was carried as a special resolution on a poll the details of which are:

For	Against	Abstain
767,670,718	3,940,309	341,068