



Toll Group
Level 7, 380 St Kilda Road
Melbourne VIC 3004 Australia

T +61 3 9694 2888
F +61 3 9694 2880
www.tollgroup.com

Toll Holdings Limited
ABN 25 006 592 089

13 May 2015

The Manager
Australian Stock Exchange
Company Announcement Office
Level 4
20 Bridge Street
Sydney NSW 2000

Lodged Through ASX On Line
Total No. of Pages: 29

Dear Sir

Scheme Meeting to Approve Japan Post acquisition: Presentation Slides

Please find attached for immediate release the Presentation Slides for today's Scheme Meeting.

Yours faithfully
TOLL HOLDINGS LIMITED



Bernard McInerney
Company Secretary

Encl.



The background of the slide is a photograph of several stacked shipping containers. A large, semi-transparent teal rectangle is overlaid on the left side of the image, containing the text. The word 'TOLL' is faintly visible in large letters on the side of one of the containers in the background.

Extraordinary General Meeting 2015

(Scheme Meeting)



Introducing

Nicola Wakefield Evans

Independent Non-Executive
Director



Introducing

Mark Smith

Independent Non-Executive
Director

Toll Holdings Limited 2015 **EGM**



Introducing

Frank Ford

Independent Non-Executive
Director

Toll Holdings Limited 2015 **EGM**



Introducing

Barry Cusack

Independent Non-Executive
Director

Toll Holdings Limited 2015 **EGM**



Introducing

Harry Boon

Independent Non-Executive
Director

Toll Holdings Limited 2015 **EGM**



Introducing

Ken Ryan AM

Independent Non-Executive
Director

Toll Holdings Limited 2015 **EGM**



Introducing
Grant Devonport
Chief Financial Officer



Introducing
Brian Kruger
Managing Director



Introducing
Bernard McInerney
Company Secretary



Introducing
Chris Sargent
Auditor, KPMG



Ray Horsburgh AM
Chairman



Nicola Wakefield Evans

Independent Non-Executive
Director

Purpose of Scheme Meeting

To consider and, if thought fit, to pass the following resolution:

“That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the Scheme of Arrangement (the terms of which are described in the Scheme Booklet of which the notice convening this meeting forms part) is agreed to (with or without modification as approved by the Supreme Court of Victoria).”

Toll Holdings Limited
ACN 006 592 089

Scheme Booklet

For a scheme of arrangement between
Toll Holdings Limited and its shareholders
in relation to the proposed acquisition by
Japan Post Co., Ltd.

VOTE IN FAVOUR

Your Directors unanimously recommend
that you vote in favour of the Scheme in
the absence of a superior proposal

This is an important document and requires your immediate attention.
You should read it in its entirety before deciding whether or not to
vote in favour of the Scheme.
If you have any queries about how to deal with this document, you should
contact your broker or financial adviser or legal adviser immediately.

TOLL

LAZARD
Financial Advisor



**HERBERT
SMITH
FREEHILLS**

Legal Advisor



Nicola Wakefield Evans

Independent Non-Executive
Director

Requirements to pass the resolution

It must be agreed by:

- majority of voting shareholders (by proxy or present)
- at least 75% of votes cast (by proxy or present)



Nicola Wakefield Evans

Independent Non-Executive
Director

Questions

1. Go to the question stations
2. Show your GREEN or YELLOW admission card
3. Give the attendant your name
4. Wait until you have been introduced to the meeting, then ask your question



Nicola Wakefield Evans

Independent Non-Executive
Director



Bernard McInerney
Company Secretary

Voting procedure

- People entitled to vote on this poll are shareholders and proxyholders, authorised corporate representatives or attorneys of shareholders



Voting Card

- On the reverse of your GREEN voting card is the voting paper detailing the resolution
- Proxyholder, Directed votes (for and/or against). Print your name and sign the voting paper and lodge it
- Proxyholder with Open votes – mark a box beside the resolution (for, against or abstain)
- Others with a GREEN voting card – mark a box beside the resolution (for, against or abstain)
- Print your name and sign Voting Card

TOLL HOLDINGS LIMITED ACN 606 992 089
SCHEME MEETING 13 MAY 2015
POLL CARD

NAME OF SHAREHOLDER(S) _____

I HEREBY VOTE
(a) All of my shares as indicated (please tick/initial in space 3a) ☐
OR
(b) The specific number of shares for or against detailed in boxes below.

Resolution 1: "That, pursuant to and in accordance with section 471 of the Corporations Act 2001, the Scheme of Arrangement (the terms of which are recorded in the Scheme Booklet of which this card is comprising part) relating to the proposed acquisition of Toll Holdings Limited (the "Scheme") be approved by the Shareholders of Toll Holdings Limited (the "Shareholders") in accordance with the terms of the Scheme." ☐ FOR ☐ AGAINST ☐ ABSTAIN

SIGNATURE _____



Nicola Wakefield Evans

Independent Non-Executive
Director

Proposed Scheme Resolution

To consider and, if thought fit, to pass the following resolution:

“That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the Scheme of Arrangement (the terms of which are described in the Scheme Booklet of which the notice convening this meeting forms part) is agreed to (with or without modification as approved by the Supreme Court of Victoria).”

Summary of proxy votes

| | # Shareholders | # Votes (Shares) |
|---------------------------|----------------|------------------|
| For | 8,754 | 421,931,233 |
| Open (Chair) | 1,407 | 6,503,719 |
| Total For # | 10,161 | 428,434,952 |
| % | 94.8% | 99.6% |
| Open (Other) | 114 | 412,572 |
| Against | 442 | 1,200,088 |
| Abstained | 54 | 828,981 |

Close of poll



Thank you