

# END TO END LOGISTICS 24x365

SUPPLY  
CHAIN  
START



BATHURST RAIL INTERMODAL TERMINAL, NSW  
**MONDAY | 6AM**  
Log receipt and scaling

**ANNUAL REPORT**  
2015

**asciano** 

**ASCIANO IS AUSTRALIA'S  
ONLY INTEGRATED RAIL, PORTS,  
STEVEDORING AND LANDSIDE  
LOGISTICS BUSINESS.**

**24 HOURS A DAY, 365 DAYS A YEAR  
ASCIANO'S BUSINESSES WORK  
TOGETHER TO DELIVER END-TO-END  
SUPPLY CHAIN SOLUTIONS  
TO CONNECT OUR CUSTOMERS  
TO THEIR MARKETS ACROSS  
AUSTRALIA AND OVERSEAS.**



BATHURST RAIL INTERMODAL TERMINAL, NSW  
MONDAY | 11AM  
Log storage and container packing



BATHURST RAIL INTERMODAL TERMINAL, NSW  
MONDAY | 2PM  
Inventory management and rail haulage



PATRICK TERMINAL, PORT BOTANY, NSW  
TUESDAY | 7AM  
Container handling and storage



**SUPPLY  
CHAIN  
END**

PATRICK TERMINAL, PORT BOTANY, NSW  
**TUESDAY | 8PM**  
Container stevedoring for export

# HIGHLIGHTS

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# STRONG RESULT UNDERPINNED BY THE BUSINESS IMPROVEMENT PROGRAM AND IMPROVED RETURNS

UNDERLYING EBIT INCREASED **9.7%** TO  
**\$790.2M**

This Operating and Financial Review includes information required as part of the Operating and Financial Review and forms part of the Directors' Report.

### "Underlying" Earnings Classification

The Operating and Financial Review includes references to "Underlying" earnings (EBITDA, EBIT, NPAT, EPS) which excludes certain items, as determined by the Board and management, that are either significant by virtue of their size and impact on earnings, or are deemed to be outside normal operating activities. It reflects an assessment of the result for the ongoing business of Asciano. "Underlying" earnings has been calculated in accordance with AICD/FINSLIA principles for reporting underlying profit and ASIC's Regulatory guide 230 – Disclosing non-IFRS financial information.

"Underlying" earnings have not been audited by the Group's external auditors however the adjustments have been extracted from the books and records that have been audited.

### Outlook Statements

Note: The outlook comments are on the basis of Asciano continuing as a stand alone listed entity.

## RESULT SUMMARY

| Year ended 30 June (\$'m)                             | 2014    | 2015           | %chg   |
|---|---------|----------------|--------|
| Revenue and other income                              | 3,994.6 | <b>3,839.1</b> | (3.9)  |
| Revenue and other income (net of coal access)         | 3,790.6 | <b>3,651.7</b> | (3.7)  |
| Underlying EBITDA <sup>1</sup>                        | 1,052.0 | <b>1,142.0</b> | 8.6    |
| Underlying EBIT <sup>2</sup>                          | 720.3   | <b>790.2</b>   | 9.7    |
| Underlying PBT  | 495.0   | <b>585.7</b>   | 18.3   |
| Underlying NPAT after minority interests <sup>3</sup> | 349.8   | <b>414.7</b>   | 18.6   |
| Material Items after tax <sup>4</sup>                 | (95.4)  | <b>(55.1)</b>  | (42.2) |
| Statutory NPAT after minority interests               | 254.4   | <b>359.6</b>   | 41.4   |
| Diluted underlying EPS after minority interests (c)   | 35.8    | <b>42.5</b>    | 18.7   |
| Diluted statutory EPS after minority interests (c)    | 26.1    | <b>36.8</b>    | 41.0   |
| DPS (c) <sup>5</sup>                                  | 14.25   | <b>8.25</b>    | –      |

1. Underlying EBITDA excludes material items of \$70.1m (FY14 \$60.6m). Details of the adjustments and a reconciliation are on page 16.
2. Underlying EBIT excludes material items of \$78.7m (FY14 \$136.2m). Details of the adjustments and a reconciliation between underlying EBIT and statutory EBIT is at page 19.
3. Underlying NPAT excludes material items of \$55.1m (FY14 \$95.4m). A reconciliation between underlying NPAT and statutory NPAT is at page 21.

4. A breakdown of material items is on page 22.
5. No final dividend declared as Asciano, subject to Australian Tax Office (ATO) clearance and the transaction proceeding, intends to pay a full franked special dividend of up to 90cps with a corresponding reduction in the cash component of the consideration offered by Brookfield Infrastructure Partners Limited (BIP) under the scheme implementation deed announced on 18 August 2015.

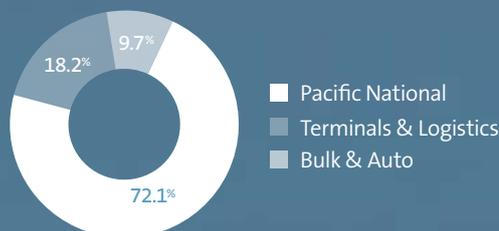
**ROCE UP**  
67BPS TO 11.4%  
**ROE UP**  
141 BPS TO 10.9%

**FREE CASH FLOW AFTER  
CAPEX TURNAROUND TO  
POSITIVE**

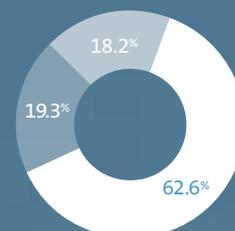
**\$108.4M  
IN FY15**

- A 5.8% increase in coal NTKs, combined with a 2.8% increase in container lifts were offset by softer volumes in Intermodal, Bulk & Auto and Logistics
- An after tax material expense of \$55.1m reported relates to Port Botany redevelopment and the next stage of the restructure of Pacific National's activities
- FY15 capex below bottom end of target range at \$566.9m
- Free cash flow after capex turnaround to positive \$108.4m in FY15
- Forecast FY16 capex expected to be in the previously stated range of \$390-440m
- Balance sheet continues to strengthen, leverage declined to 2.7x, interest cover increased to 5.5x
- Formal offer by a consortium led by Brookfield Infrastructure Partners Limited to acquire 100 per cent of the issued capital of Asciano announced 18 August 2015
- No final dividend declared as Asciano, subject to Australian Tax Office (ATO) clearance and the transaction proceeding, intends to pay a fully franked special dividend of up to 90cps with a corresponding reduction in the cash component of the consideration offered by Brookfield Infrastructure Partners Limited under the scheme implementation deed announced on 18 August 2015
- Metro logistics joint venture with ACFS completed 31 July 2015

**FY15 EBITDA  
Split by Division<sup>1</sup>**



**FY15 Revenue  
Split by Division<sup>1</sup>**



1. Does not include corporate head office costs/eliminations.

**UNDERLYING FULLY  
DILUTED EPS GROWTH OF**

**18.7%**

**BIP PROGRAM DELIVERED A FURTHER \$143.7M IN  
BENEFITS TAKING THE CUMULATIVE TOTAL OVER  
THE FIRST FOUR YEARS OF THE FIVE YEAR PLAN TO**

**\$258.7M**

# A STRONG RESULT AND EXCITING FUTURE



**Malcolm Broomhead**  
Chairman

Dear Shareholders,

Asciano delivered a strong result for shareholders in the 2015 financial year, despite ongoing weakness in the Australian economy. We have continued to deliver against the financial targets set out in the ambitious five year plan we announced four years ago and have made further good progress on our key non-financial programs, including in the critical areas of safety, customer and employee engagement.

Asciano has delivered strong improvement in business performance over the last four years. Our earnings before interest and tax ("EBIT") compound annual growth rate has been 10% and we are on track to achieve almost all the other key financial targets outlined in our FY11-FY16 five year strategic plan. This includes significantly improving our return on capital employed ("ROCE") and return on equity ("ROE") and more than doubling our original business improvement program ("BIP") target of \$150 million in costs out across the business. These achievements build on earlier efforts to stabilise our balance sheet, improve our debt capital profile and drive a strong turnaround in free cash flow.

On 18 August 2015 we announced a formal offer by a consortium led by Brookfield Infrastructure Partners Limited (Brookfield Infrastructure), other Brookfield sponsored and managed private funds and two institutional partners, to acquire 100 per cent of the issued capital of Asciano for an implied value of \$9.15 per Asciano share.<sup>1</sup> This proposal gives your company an enterprise value of approximately \$12 billion. After careful consideration of all the options available, the Board unanimously recommends that shareholders accept this offer.



**John Mullen**  
Chief Executive Officer

## Performance

### Revenue and earnings

Continued weakness in the Australian economy has limited top line growth, with revenue down 3.9% from the 2014 financial year to \$3.8 billion. Despite this, the company has performed well, delivering a strong 9.7% increase in underlying EBIT to \$790.2 million and an 18.6% increase in underlying Net Profit After Tax ("NPAT") to \$414.7 million.

The result was underpinned by a strong year in coal rail haulage, with a 5.8% increase in net tonne kilometres in this part of our Pacific National business, and an increase in container lifts in our Patrick container terminals business. These gains were offset by flat or weaker volumes and revenue growth in other areas of the business, including in Pacific National's intermodal business and in our Bulk & Automotive Port Services Division.

Our earnings performance also benefitted from a strong focus on our business improvement program ("BIP"), through which we achieved a further \$143.7 million in savings over the year.

### Return on capital employed and return on equity

Even with an extensive capital expenditure program over the last four years, we have achieved significant improvement in ROCE and ROE. In the last year, group ROCE improved from 10.7% to 11.4% and ROCE excluding goodwill was an impressive 18.3%. Meanwhile, group ROE, pre material items, improved from 9.5% to 10.9%. The increased returns reflect both the investments made over the past four years in new contracts and our continued focus on reducing costs.



1. Based on the Brookfield Infrastructure unit price of US\$42.05 per unit as at NYSE close on 14 August 2015 and the AUD/USD exchange rate of 0.7374 as quoted at 6am on 15 August 2015.

Over the last year our business modernisation and upgrade program, which has replenished the capital stock of the business, has started to wind down. The \$566.9 million capital expenditure spend over the 12 months was below the bottom end of the forecast range of \$600-700 million and significantly below total spend of \$753.7 million last year. Key projects throughout the year included upgrades to strategic operational sites, including our Sydney and Melbourne rail freight terminals, a new pre-delivery inspection facility at Webb Dock and the acquisition and commissioning of a floating marine facility in Dampier, Western Australia. We also made our final investment in the Port Botany redevelopment project, with the business switching over to our new automated state-of-the-art terminal in April 2015.

Our capital expenditure program in the 2016 financial year is expected to further reduce to be in the range of \$390-440 million, consistent with our previous estimates.

### **Business Improvement Program**

In 2011, we targeted \$150 million cost take-out through our BIP over the five years to 2016. In 2014, we doubled this target to \$300 million. Over the last 12 months, the BIP delivered \$143.7 million in benefits, taking the cumulative total over the last four years to \$258.7 million. Most notably, the integration of our two rail businesses to create a combined Pacific National Division has delivered quantum changes to the cost base, with further savings still to be realised.

We continue to implement a number of plans to secure significant additional savings and now

expect to exceed our target of \$300 million by up to 10% by the end of the 2016 financial year. This includes the recently announced integration of our two Patrick Divisions. The ongoing benefit of our BIP will help offset what is expected to be relatively flat top line growth over the coming year.

### **Balance sheet**

Our balance sheet has been repaired over the last four years and is now in a strong position to support our activities. In the 2015 financial year, we continued to improve our position on key metrics. Our leverage (net debt to EBITDA) declined to 2.7 times, which is comfortably within our target range of 2.5 times to 3 times. Our interest cover also improved from 5.3 times to 5.5 times, which is significantly above our targeted minimum of 3.5 times.

We have also continued to strengthen our debt profile by pushing out the tenure of, and further diversifying, our capital markets exposure. In May 2015, we issued \$350 million of 10-year unsecured fixed rate medium term notes, with the proceeds of the offer, combined with existing bank facilities, to be used to repay debt maturing in September 2015.

This was the first ever 10-year triple-B rated debt issuance in the Australian market and followed an upgrade to our Standard & Poor's corporate credit rating, to BBB. The issuance and upgrade underscores the turnaround in the balance sheet over the last four years. Post the repayment of existing debt in September 2015, Asciano will have no debt due until October 2016 and a weighted average maturity of 4.7 years.

**10%**  
**OUR FOUR YEAR  
EARNINGS BEFORE  
INTEREST AND TAX (EBIT)  
COMPOUND ANNUAL  
GROWTH RATE**



Patrick's new automated container terminal at Port Botany was launched in April 2015

### Brookfield offer

On 18 August 2015, Asciano announced that it had entered into a Scheme Implementation Deed with Brookfield Infrastructure under which it is proposed that a special purpose subsidiary of Brookfield Infrastructure will acquire all of the issued ordinary shares in Asciano by way of scheme of arrangement. The consideration, if the scheme is implemented, will consist of A\$6.94 cash per share and a fixed exchange ratio of 0.0387 Brookfield Infrastructure units per share, which represents a total implied value of A\$9.15 per share. In addition, if the transaction proceeds and approval of the Australian Taxation Office is received, Asciano expects to pay a fully franked special dividend of up to A\$0.90 per share to shareholders as part of the agreement. The total cash component of the scheme consideration will be reduced in line with the amount of the special dividend paid.

After careful consideration of all the options available, the Board has unanimously concluded that this proposal to acquire the company at a significant premium to market value, and on terms that we think reflects fair value, is in the best interests of all shareholders.

We encourage all shareholders to read the Scheme Booklet which should be available in early October 2015 and to attend the meeting of shareholders in Melbourne to vote for the approval of the scheme, which we expect to hold in November 2015.

### Safety

Our commitment to improving safety performance has again been a key focus throughout the year. Since 2011, we have continued to invest in new programs and systems to improve the governance of our safety performance, address our critical risks and develop a culture of leadership on safety across the business. It is pleasing to see positive results from these efforts.

Our Recordable Injury Frequency Rate (RIFR), our key lag indicator of safety performance, saw a 12.7% improvement, down from 16.5 to 14.4 in the last financial year. Our focus on safety risk has continued with the final roll out of our Critical Safety Essentials program. Development of the essentials has been the key part of our efforts to introduce standard controls to manage the key operational safety risks in our business.

As far as safety culture, our Leading Home Safely Every Day (LHSED) program has made great strides this year. It is aimed at the top three layers of management and is designed to create a significant change in leadership safety behaviours. To date, we have seen 1180 Asciano leaders complete the frontline program and 430 employees complete the phase four program. LHSED is shifting our business towards a culture of safety, empowering our leaders to engage their teams and lead our safety performance.

Finally, throughout the year we have also begun implementation of a new three-year health and wellbeing strategy. The strategy will include the implementation of programs that seek to improve the physical, psychological, social and intellectual wellbeing of our people, recognising the importance of addressing these impacts across our workforce.

### Customer

Throughout the year we have continued the roll out of our customer engagement programs, implementing initiatives to track and improve touch points and strengthen our overall focus on the customer.

To measure our progress and identify areas of improvement, this year we conducted our largest ever customer survey, with 723 customers taking part. Pleasingly, the survey showed improved performance in many parts of our business. Our Net Promoter Score (NPS) – a measure of the number of customers who are advocates for our services – improved again following considerable gains in 2014.

To see this consistency during a year of significant change, with projects such as the automation of Port Botany and the integration of two Pacific National businesses, is testament to the quality of our employees and the positive progress we have made in improving our focus on the customer across our business.

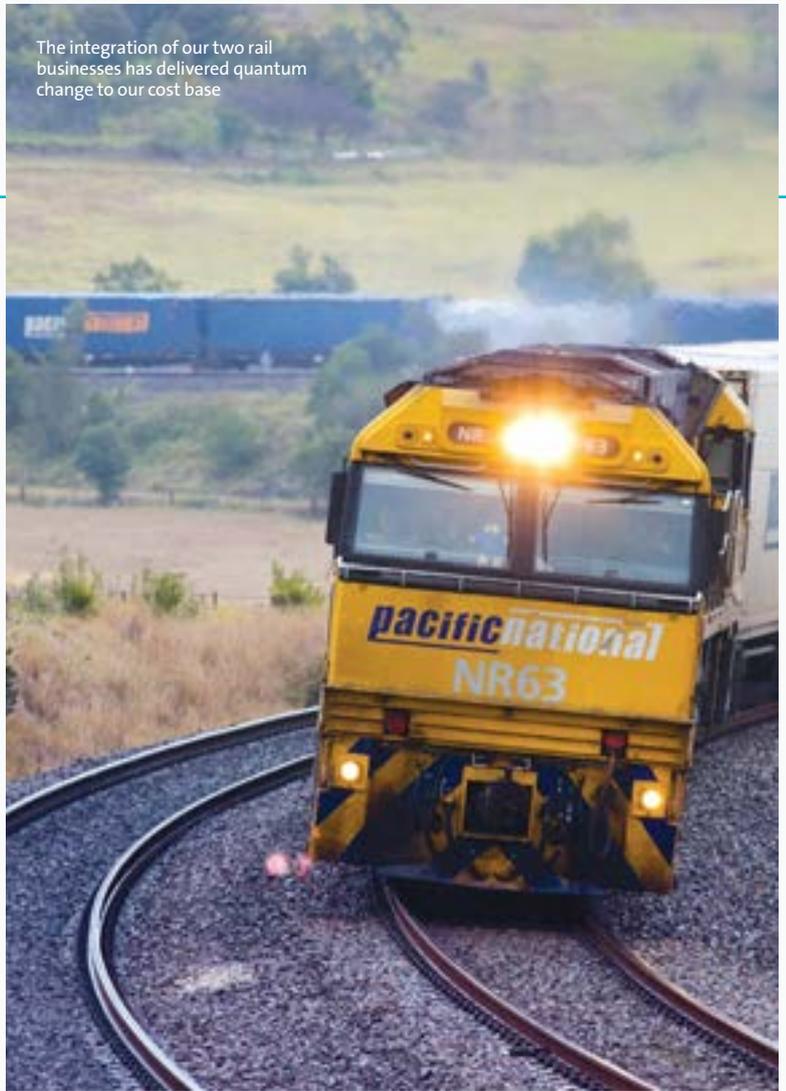
However, we still have a number of areas for improvement. Our 2015 Actionable Customer Engagement (ACE) score – a measure of overall customer engagement – was slightly down from 2014. This movement shows there is still work for us to do in the consistency of how we deliver services to our customers.

### People and Teamwork

With our core functions now well established, in 2015 we continued our work to further improve key aspects of our human resources program. This has included initiatives to improve our learning and development and recruitment and remuneration structures, along with a renewed push to address the unacceptably low levels of diversity in some parts of our business. We have also worked hard to increase the engagement of employees across our business.

Gender diversity across our operational divisions remains a top priority. Over the last year, we began implementation of our Women in Logistics (WILpower) Management Cadetship Program to improve the talent pool of potential female leaders in our Patrick business. WILpower is an accelerated development pathway for female cadets interested in pursuing an operational management career. This year we appointed eight female cadets across our four Patrick container terminals, with the successful candidates beginning a two-year program which will expose them to key operational leadership functions.

The integration of our two rail businesses has delivered quantum change to our cost base



While the launch has been a success, we still have a long way to go to address the traditionally low levels of female representation in our industry. Over the next year, WILpower will be further expanded into our Pacific National business and we will introduce further initiatives to improve the number of women applying to join our business.

It is also pleasing to report that our workforce is responding to our efforts to improve their engagement with our business. Our annual Employee Engagement Survey was returned by 71% of our employees, a 21% improvement on 2014. This result will make our response to their feedback even more critical in the coming year, and we will double our efforts to improve communication and address other issues identified.

### Outlook

Under normal trading conditions and assuming there is no material change in the current Australian business environment, we expect to report flat to low single digit underlying EBIT growth in 2016. This will be driven by the ongoing benefits of our BIP, which will offset the impact of expected relatively flat top line growth and an expected 11-12% increase in our depreciation and amortisation charge.

We expect Pacific National volumes to be flat to slightly positive with coal haulage in the 2016 financial year to remain at high levels. Other bulk volumes will be tied primarily to the agriculture, resource and building cycles in Australia, while intermodal rail volumes will continue to be linked to the pace of Australian economic growth, especially in Western Australia and Queensland. We also expect to see further cost out benefits from ongoing initiatives within Pacific National tied to our BIP.

In Patrick, reported revenue in 2016 will be below 2015 due to the creation of the logistics joint venture with ACFS, which will result in metropolitan logistics earnings being equity accounted for the first time. Container lifts are forecast to rise in line with market growth, with a full year benefit of new contracts secured during the last year. Meanwhile, volumes, revenue and earnings in our bulk and automotive port services businesses are also expected to be slightly positive, with improving market conditions for log stevedoring and storage in New Zealand, storage days in the automotive sector and increased activity at some of our key bulk ports.

Reduced capital expenditure is expected over the coming year, in the absence of any new growth opportunities, and we expect to report a further significant increase in free cash flow. Despite on-going soft market conditions externally, we believe that we can continue to improve the performance of the business for the benefit of all shareholders.

As always, we would like to thank our shareholders and customers for their loyalty and our employees for driving the outstanding performance of Asciano over the last year.

## THANKS AND FAREWELL

Malcolm Broomhead, Chairman

Shareholders,

Should the Brookfield Infrastructure offer be approved by Shareholders, this year will be my last as Chairman of Asciano. The last seven years have been incredibly fulfilling and I am proud of the achievements of the Board and Senior Leadership Team, especially John Mullen our CEO, over this period. These efforts have included managing the significant debt issues and heavy losses which threatened the future of Asciano following the global financial crisis and gradually improving our operational and financial performance to position for future growth and success. Over the five years since John Mullen joined in 2011, we have delivered the vast majority of the financial goals set out in our five year plan, restoring shareholder value while making Asciano a safer and better place to work and materially improving our relationship with our customers.

Asciano's businesses are unique and highly strategic, occupying market leading positions across Australia and New Zealand's import, export and domestic supply chains. Regardless of the future structure and ownership of Asciano and its operating businesses, they are well positioned for future success.

I would like to thank all shareholders for their trust over the last seven years and my fellow directors for their ongoing counsel, commitment and contribution to making Asciano the business it is today.

# GROUP OPERATING PERFORMANCE

## Business Overview

Asciano is Australia's largest national rail freight and port operator. Asciano's strategic objective is to be Australia's leading provider of critical logistics services within essential infrastructure based supply chains.

Asciano occupies all major segments of the import/export and domestic supply chains to offer a diverse freight mix service offering. Asciano continues to pursue opportunities to provide integrated supply chain infrastructure solutions, leveraging the port and rail capabilities of the Group. The Group also seeks to develop integrated service offerings linking freight owners with international port gateways.





Melbourne Freight Terminal,  
Victoria, Pacific National

For the FY15 reporting period Asciano's activities were divided into three reportable segments:

## Pacific National

Pacific National is one of the largest providers of above rail freight haulage services in Australia. Services are provided in the containerised, break bulk and bulk markets. Pacific National hauls a range of bulk goods for domestic and export consumption including coal, grain and other construction and infrastructure materials. Pacific National is the largest provider of long haul intermodal rail services in Australia with a 70% market share. *Detailed overview and review of operating performance at page 28.*

## Terminals & Logistics

Terminals & Logistics is one of two major competitors in the Australian market providing container stevedoring services in the four largest container ports in Australia; East Swanson Dock in Melbourne, Port Botany in Sydney, Fisherman Islands in Brisbane and Fremantle in Western Australia. The division also provides an integrated logistics service that provides the interface between the shipping port and the beneficial freight owner in a joint venture with ACFS Port Logistics Pty Ltd (ACFS)<sup>1</sup>. *Detailed overview and review of operating performance at page 34.*

## Bulk & Automotive Port Services (BAPS)

Bulk & Automotive Port Services (BAPS) specialises in the management of bulk ports and supporting infrastructure and the provision of port related logistics at over 40 sites across Australia and New Zealand. It also operates an integrated service for the transportation, processing and storage of motor vehicles from the port to the beneficial freight owner. *Detailed overview and review of operating performance at page 40*

Asciano's head office functions have been established to provide an efficient organisation structure to extract synergies across Group-wide activities such as IT, shared services, procurement and fuel.

1. Announced via media release 10 April 2015, transaction completed 31 July 2015.

## Earnings Overview

| Year Ended June (\$'m)                                | 2014    | 2015    | % chg |
|---|---------|---------|-------|
| Statutory revenue and other income                    | 3,994.6 | 3,839.1 | (3.9) |
| Underlying EBITDA <sup>1</sup>                        | 1,052.0 | 1,142.0 | 8.6   |
| Statutory EBITDA                                      | 991.4   | 1,071.9 | 8.1   |
| Underlying EBIT <sup>2</sup>                          | 720.3   | 790.2   | 9.7   |
| Statutory EBIT  | 584.0   | 711.5   | 21.8  |
| Underlying NPAT <sup>3</sup> after minority interests | 349.8   | 414.7   | 18.6  |
| Statutory NPAT after minority interests               | 254.4   | 359.6   | 41.4  |

1. Underlying EBITDA excludes material items of \$70.1m (FY14 \$60.6m). Details of the adjustments and a reconciliation are on page 16.

2. Underlying EBIT excludes material items of \$78.7m (FY14 \$136.2m). Details of the adjustments and a reconciliation between underlying EBIT and statutory EBIT is at page 19.

3. Underlying NPAT excludes material items of \$55.1m (FY14 \$95.4m). A reconciliation between underlying NPAT and statutory NPAT is at page 21.

# GROUP OPERATING PERFORMANCE

## Strategic Objective

Asciano's strategic objective is to be Australia's leading provider of critical logistics services within essential infrastructure-based supply chains. The Company intends to maintain its position in the market by delivering measurably superior outcomes for customers, thereby generating consistently attractive returns for shareholders.

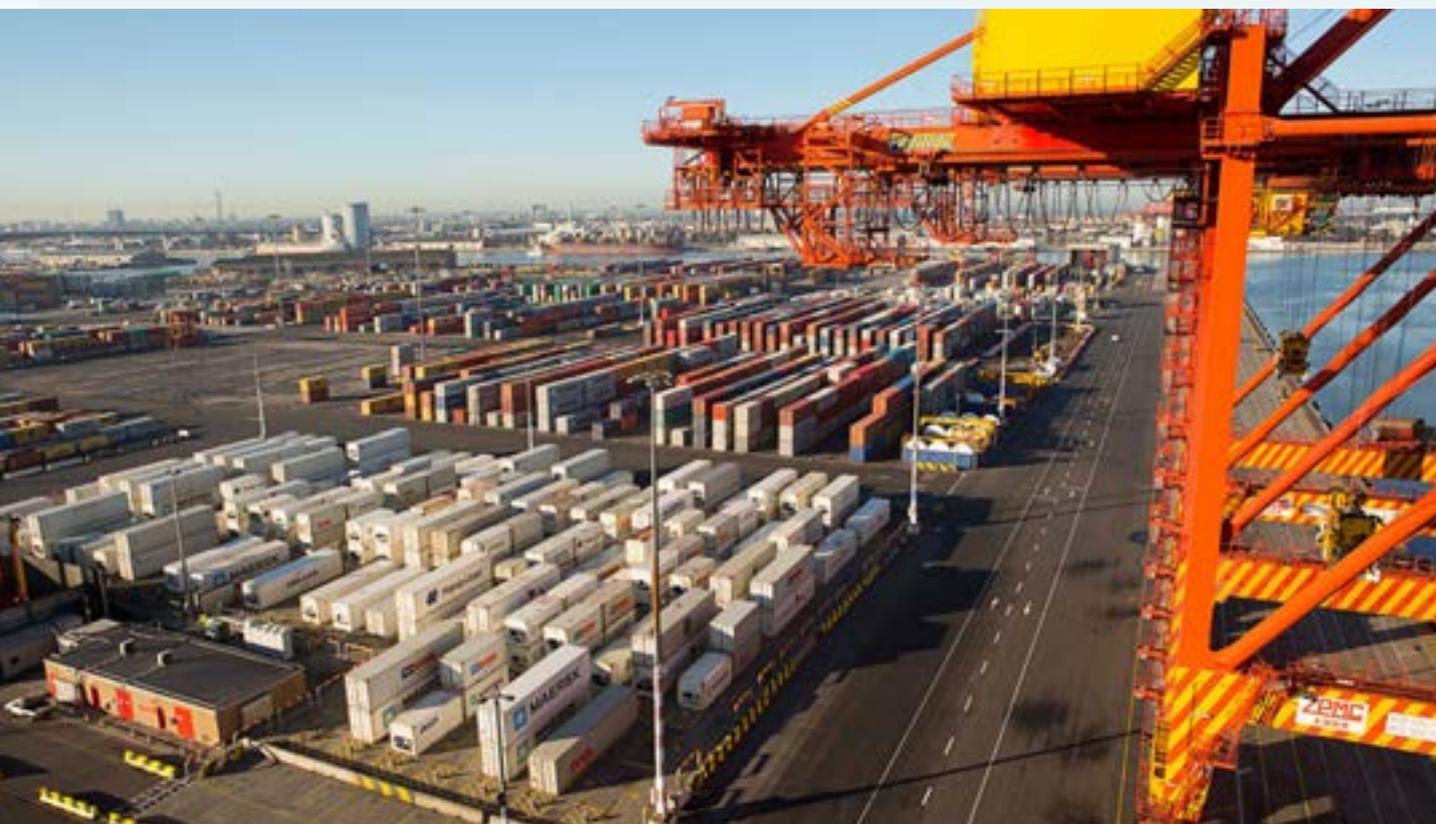
Specifically, Asciano will achieve its strategic objective through:

- being the most innovative and customer-centric intermodal and bulk haulage rail operator in Australia;
- being the leading container terminal operator and general stevedore in Australia with a clear service distinction compared to our competitors; and
- developing integrated strategies and service offering to leverage Group assets across ports and rail.

Asciano's operations are generally capital intensive. It delivers value to shareholders through effective asset utilisation and allocating capital across its portfolio of businesses to generate returns in excess of its cost of capital. The Company's objective is to generate a return on capital employed (ROCE) that exceeds the Group's weighted average cost of capital (WACC) by FY16/17.

In delivering the strategic objective, Asciano's core values are:

- **Safety** – We are committed to getting our people home safely every day;
- **Customer** – Supporting our customers to succeed is at the heart of all we do;
- **People & Teamwork** – Working together in partnership is how we achieve our goals; and
- **Performance** – Our decisions and actions focus on delivering superior performance outcomes.



East Swanson Dock, Victoria, Patrick

## Key Business Risks

Asciano's three reporting divisions are exposed to specific business risks. These specific risks are detailed in each division's detailed overview. There are also a number of risks and challenges that Asciano as a whole faces in achieving its overall business objective. Asciano's overarching key business risks include:

### People and safety

- Injury to employees, contractors and other third parties
- Industrial relations activity that impacts the Company's ability to meet its contractual and customer expectations
- Attraction and retention of key senior management and operational staff

### Customer

- Increased competition that results in the loss of major customers, including government legislated changes to competition levels
- Counterparty risk

### Global and local market conditions

- Exposure to volatility in commodity flows and domestic and global economic cycles
- Ability to access financial markets when required at a competitive cost of capital

### Changes in government policy, investment decisions and regulation

- Infrastructure capacity constraints and disruptions caused by the failure to invest in critical infrastructure to meet the requirements of the market place
- Changes in the application of regulated competition arrangements and or other changes in regulation or administrative practices that impact the efficient operation of the business
- Changes in the Australian Accounting Standards and the Income Tax Assessment Act that could have a material impact on the Company's financial statements in future periods

### Operational risk

- Infrastructure capacity constraints and disruptions caused by weather events, natural disasters and/or the failure of critical IT platforms and support
- Performance, compliance and reputation issues
- Disruption or loss of critical supply inputs including security breaches of IT platforms
- Integration risks associated with acquisitions and business restructures including the impact on customer service levels
- Impact of disruptive technologies on traditional supply chains

### Environment

- The impact of climate change on our asset base and demand for our services
- Environmental regulation compliance risk. The Company's approach to environmental regulation is set out in Asciano's Sustainability Report which is available on our website

Asciano seeks to mitigate its risks through the effective management of and engagement with its key stakeholder base; an ongoing focus on its cost base and productivity improvements; and ensuring that it has effective systems and procedures in place to manage the business on a day-to-day basis and address the strategic issues and challenges that may impact the business over the medium term.

These risks are identified to assist investors in understanding the nature of the risks faced by Asciano and the industries in which it operates.

The Company's risk management approach is set out in detail in the Corporate Governance Statement which is available on the Company's website.

# OUR STRATEGIC OBJECTIVE IS TO BE AUSTRALIA'S LEADING PROVIDER OF CRITICAL LOGISTICS SERVICES WITHIN ESSENTIAL INFRASTRUCTURE-BASED SUPPLY CHAINS

# GROUP OPERATING PERFORMANCE

## FY15 Earnings Overview

### Earnings Summary

| Year Ended 30 June (\$'m)   | 2014           | 2015           | % chg       |
|---|----------------|----------------|-------------|
| <b>Revenue and other income</b>   | 3,994.6        | 3,839.1        | (3.9)       |
| Pacific National  | 2,489.0        | 2,430.7        | (2.3)       |
| Bulk Rail   | 1,541.0        | 1,518.5        | (1.5)       |
| – Bulk Rail (net of coal access)  | 1,337.2        | 1,331.2        | (0.4)       |
| National Intermodal   | 948.0          | 912.2          | (3.8)       |
| Terminals & Logistics   | 748.6          | 749.3          | 0.1         |
| Bulk & Automotive Port Services   | 793.4          | 705.4          | (11.1)      |
| Eliminations / unallocated  | (36.4)         | (46.3)         | 27.2        |
| <b>Underlying EBITDA<sup>1</sup></b>                                      | <b>1,052.0</b> | <b>1,142.0</b> | <b>8.6</b>  |
| Underlying depreciation   | 285.1          | 303.9          | 6.6         |
| Amortisation  | 46.6           | 47.9           | 2.8         |
| Pacific National  | 511.9          | 597.0          | 16.6        |
| – Bulk Rail   | 372.8          | 452.5          | 21.4        |
| – National Intermodal   | 139.1          | 144.5          | 3.9         |
| Terminals & Logistics   | 150.3          | 157.9          | 5.1         |
| Bulk & Automotive Port Services   | 89.5           | 83.2           | (7.0)       |
| Corporate   | (31.4)         | (47.9)         | (52.5)      |
| <b>Underlying EBIT<sup>2</sup></b>  | <b>720.3</b>   | <b>790.2</b>   | <b>9.7</b>  |
| Net interest and associated costs   | (225.3)        | (204.5)        | (9.2)       |
| Underlying profit <sup>3</sup> before tax                                 | 495.0          | 585.7          | 18.3        |
| Underlying tax expense  | (142.6)        | (169.8)        | 19.1        |
| Outside equity interests  | (2.6)          | (1.2)          | (53.8)      |
| <b>Underlying net profit<sup>3</sup> after tax and minority interests</b> | <b>349.8</b>   | <b>414.7</b>   | <b>18.6</b> |
| Material items before tax <sup>4</sup>                                    | (136.3)        | (78.7)         | (42.3)      |
| Material items after tax  | (95.4)         | (55.1)         | (42.2)      |
| <b>Profit attributable to owners of Asciano Limited</b>                   | <b>254.4</b>   | <b>359.6</b>   | <b>41.4</b> |
| Full time employees at year end   | 8,827          | 8,173          | (7.4)       |
| EBITDA margin net of coal access (%)                                      | 27.8           | 31.3           | 3.5         |
| EBIT margin net of coal access (%)  | 19.0           | 21.6           | 2.6         |
| Underlying fully diluted EPS (c)  | 35.8           | 42.5           | 18.7        |
| Basic earnings per share (c)  | 26.1           | 36.9           | 41.4        |
| Diluted earnings per share (c)  | 26.1           | 36.8           | 41.0        |
| Diluted weighted average shares (m)                                       | 976.4          | 976.2          | –           |

1. Underlying EBITDA excludes material items of \$70.1m (FY14 \$60.6m). Details of the adjustments and a reconciliation between underlying EBITDA and statutory EBITDA are on page 14.
2. Underlying EBIT excludes material items of \$78.7m (FY14 \$136.2m). Details of the adjustments and a reconciliation between underlying EBIT and statutory EBIT is at page 16.
3. Underlying NPAT excludes material items of \$55.1m (FY14 \$95.4m). A reconciliation between underlying NPAT and statutory NPAT is at page 18.
4. A breakdown of material items is on page 18.

Revenue and other income declined 3.9% on the pcp to \$3.8bn over the 12 month period to 30 June 2015 (revenue net of coal access declined 3.7% to \$3.7bn) driven by:

- a 0.4% decline in Bulk Rail revenue (net of coal access) driven by a 5.8% increase in coal NTKs and a 2.4% increase in coal tonnes hauled offset to a large extent by a 31.2% decline in export grain volumes and a 12.5% decline in domestic grain volumes;
- a 3.8% decline in Intermodal rail revenue over the pcp to \$912.2m, driven by a 2.6% decline in NTKs and a 4.9% decline in TEUs over the pcp;
- adjusting for the removal of coal access, the carbon tax levy and the decline in fuel prices, Bulk revenue increased 4.3% and Intermodal revenue declined 0.2% on the pcp;
- a flat revenue result on the pcp from Terminals & Logistics driven by a 3.7% increase in revenue from the Container Terminals business reflecting 2.8% increase in lifts over the 12 month period; and a 7.5% decline in revenue generated by the Logistics business (100% owned for the 12 month period); and
- an 11.1% decline in revenue generated by the Bulk & Auto Port Services division driven by a material decline in revenue from the Gorgon project, a 6.3% decline in underlying revenue generated by the Autocare business, reflecting weaker storage days, and soft volumes at a number of stevedoring sites across Australia. The Webb Dock settlement included in the FY14 result was largely offset in FY15 by the profit on the sale of the Autocare site at Laverton in Victoria.

*For further detail on the factors driving revenue please refer to the Divisional Performance starting on page 28.*



Geelong Port, Victoria, Patrick

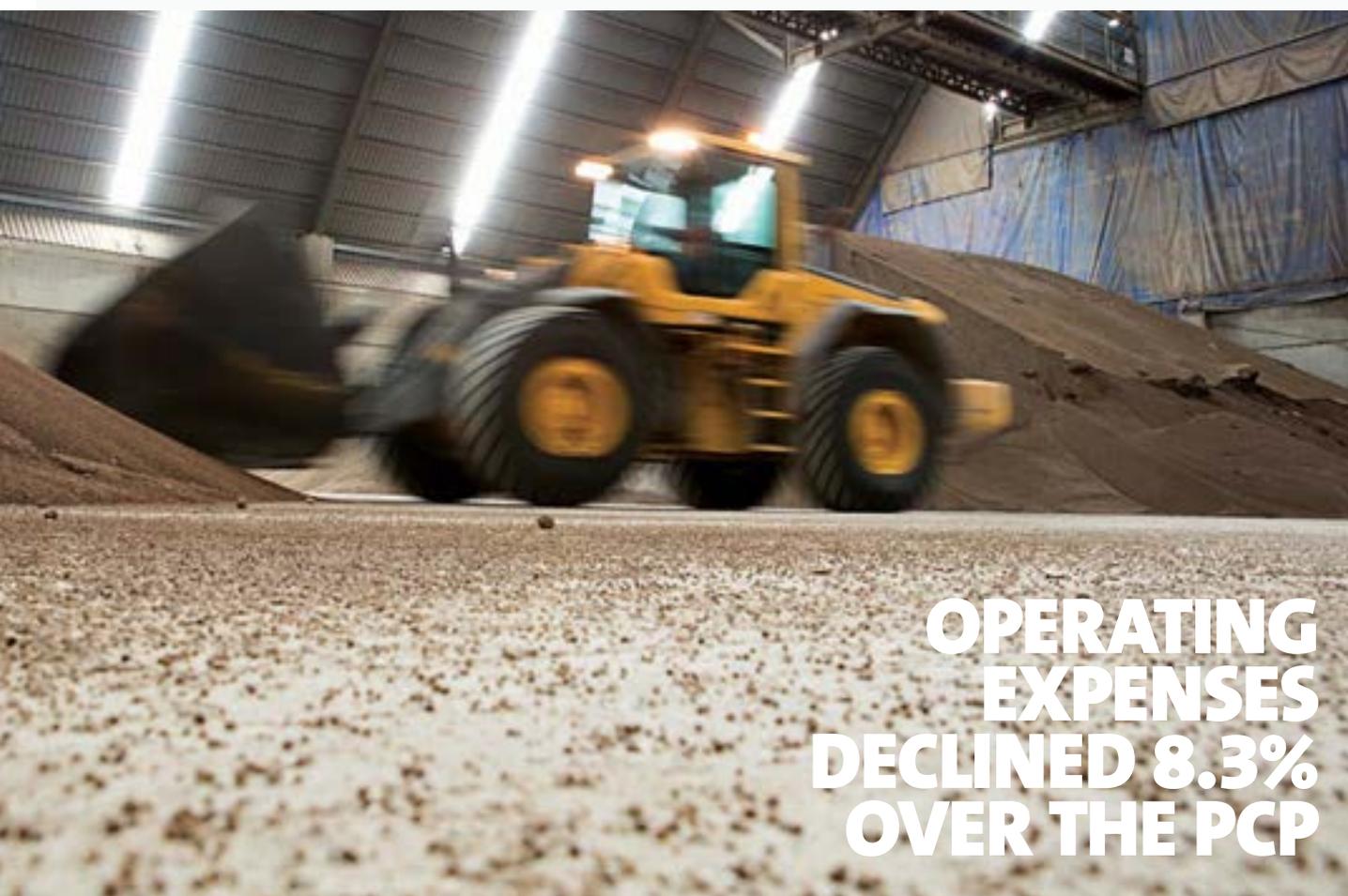
# GROUP OPERATING PERFORMANCE

## Reconciliation of Statutory EBITDA to Underlying EBITDA

| Year Ended 30 June 2015 (\$'m)                                     | Group   | Pacific National | Terminals & Logistics | Bulk & Auto. | Corporate |
|--|---------|------------------|-----------------------|--------------|-----------|
| <b>Statutory EBITDA</b>  | 1,071.9 | 818.9            | 176.2                 | 109.7        | (32.9)    |
| Port Botany redevelopment  | 36.6    |                  | 36.6                  |              |           |
| Restructuring charges associated with Pacific National integration | 27.1    | 27.1             |                       |              |           |
| Restructuring charges- other                                       | 6.4     |                  | 0.3                   | 4.2          | 1.9       |
| <b>Total material items before tax</b>                             | 70.1    | 27.1             | 36.9                  | 4.2          | 1.9       |
| <b>Underlying EBITDA</b>   | 1,142.0 | 846.0            | 213.1                 | 113.9        | (31.0)    |

Operating expenses over the 12 month period declined by 8.3% to \$2.7bn driven by:

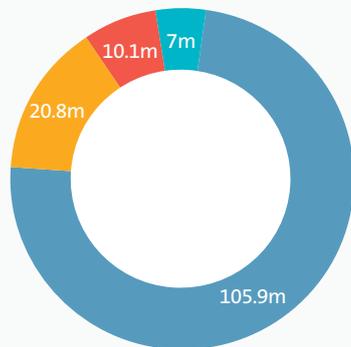
- employee benefits declining 4.7% reflecting a reduction in FTEs of 7.4% to 8,173 by the end of the 12 month period offset to an extent by contractual wage rises across the Group;
- a 22.6% reduction in fuel, oil and power expenses reflecting lower diesel prices and the removal of the carbon tax (average fuel price for the twelve month period was 11.6% below the pcg);
- a 10.8% decline in repairs and maintenance costs across Asciano primarily reflecting the benefits negotiated as part of the integration of the Pacific National rail businesses and the recent upgrade of capital equipment across the business reducing routine maintenance expenses;
- a 13.7% decline in general expenses reflecting a close focus on cost control over the 12 month period; and
- removing the impact of the decline in fuel prices and the carbon tax levy, operating expenses declined 6.2%.



**OPERATING  
EXPENSES  
DECLINED 8.3%  
OVER THE PCP**

Geelong Port, Victoria, Patrick

### FY15 BIP divisional split (\$'m)



■ Corporate     ■ Terminals & Logistics  
■ Pacific National     ■ Bulk & Auto

Asciano continued to focus on its BIP over the 12 month period. Over the period, the contribution from the program delivered a further \$143.7m in benefits. The cumulative benefits derived following the introduction of the BIP five year plan stood at \$258.7m at 30 June 2015. The most significant contribution to this program was the permanent reduction in FTEs across the business, which generated savings in the order of \$72m. TheGroup considers that it is likely to exceed its FY16 target of cumulative benefits of \$300m over the five year plan by up to 10%.

Asciano's underlying EBITDA margin (net of coal access) improved 350bps over the pcp to 31.3% reflecting the benefits of the BIP initiatives and continued focus on cost efficiencies.

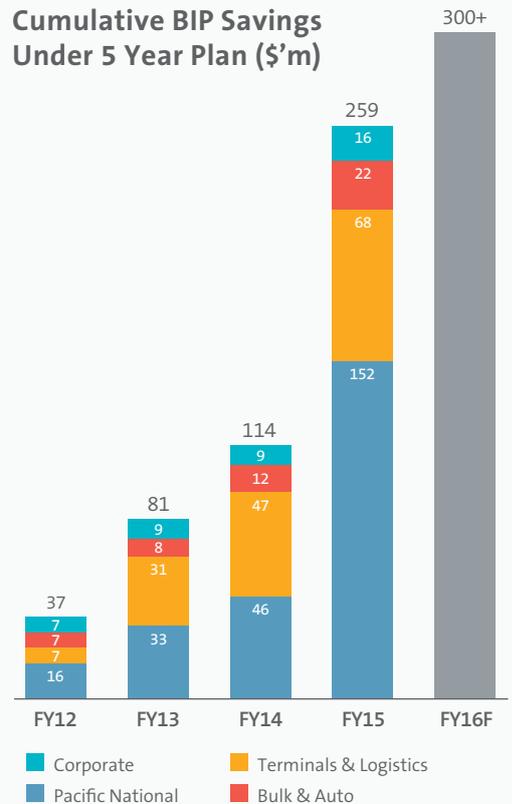
*For further detail on the factors driving EBITDA please refer to the Divisional Performance starting on page 28*

#### Depreciation and Amortisation

Depreciation and Amortisation pre material items increased 6.1% over the pcp to \$351.8m driven by the significant capital expenditure program over the last three years.

Depreciation and Amortisation is expected to increase in FY16 to a range of \$380-400m.

### Cumulative BIP Savings Under 5 Year Plan (\$'m)



**BIP PROGRAM DELIVERED  
A FURTHER \$143.7M IN  
BENEFITS TAKING THE  
CUMULATIVE TOTAL TO  
\$258.7M**

# GROUP OPERATING PERFORMANCE

## Group Underlying EBIT Bridge

| (\$'m)                                      | Bridge to FY15 EBIT | Underlying FY15 actual | Underlying FY14 actual |
|---|---------------------|------------------------|------------------------|
| <b>FY14 underlying EBIT reported</b>        | <b>720.3</b>        |                        |                        |
| Price/mix/volume                            | 7.0                 |                        |                        |
| Costs                                       | (42.2)              |                        |                        |
| BIP   | 143.7               |                        |                        |
| Depreciation and amortisation               | (20.1)              | (351.8)                | (331.7)                |
| Incidents/weather impacts                   | (5.6)               | (10.6)                 | (5.0)                  |
| Asset sales                                 | (5.8)               | 20.3                   | 26.1                   |
| External M&A advisor costs                  | (3.3)               | (6.0)                  | (2.7)                  |
| Business restructure and other <sup>1</sup> | (5.9)               | (5.0)                  | 0.9                    |
| Actuarial valuations                        | 2.1                 | 5.1                    | 3.0                    |
| <b>FY15 underlying EBIT</b>                 | <b>790.2</b>        | <b>(348.0)</b>         | <b>(309.4)</b>         |

1. FY15 includes FX loss on translation of C3 notes of \$3.3m.

Underlying EBIT increased 9.7% to \$790.2m on the pcp. The key items driving EBIT in FY15 compared to FY14 include:

- a very strong contribution from BIP initiatives, in particular, those flowing from the integration of the Company's rail businesses;
- the impact of severe storms in NSW on the Hunter Valley coal chain and intermodal services in northern NSW netted against the financial impact of rail incidents and associated insurance claims during the year;
- a positive \$2.1m movement in actuarial valuations; for the purposes of discounting long-term employee benefits, Asciano has this year been required to adopt the use of the rates attached to the Australian corporate bonds as generated in the Milliman report that have maturity dates approximating the terms of Asciano's obligations;
- an increase in external adviser costs associated with strategic initiatives including establishing the joint venture with ACFS in Logistics; and
- profit from the sale of property of \$20.3m, primarily one site in the Bulk & Auto Port Services Division, compared to the profit on the sale of property in FY14 of \$26.1m.

The movements in price/mix/volume are discussed in the Divisional Performance in Section 2.

Underlying net corporate costs at the EBIT level were \$47.9m an increase of 52.5% on the pcp impacted by:

- the net corporate cost in FY14 included a profit on the divestment of property of \$15.5m;
- the sale of the above property in FY14 resulted in a significant reduction in internal lease revenue generated in FY15; and
- an increase in external advisory and strategic development costs.

The FY16 full year net corporate cost impact on EBIT is expected to be approximately \$60m prior to the impact of any actuarial valuations. The increase mainly reflects the increase in IT costs following the completion of an IT infrastructure upgrade.

# 9.7%

## GROWTH IN UNDERLYING EBIT

### Reconciliation of Divisional Statutory EBIT to Divisional Underlying EBIT

| Year ended 30 June 2015 (\$'m)         | Group        | Pacific National | Terminals & Logistics | Bulk & Auto. | Corporate     |
|--|--------------|------------------|-----------------------|--------------|---------------|
| <b>Statutory EBIT</b>                  | <b>711.5</b> | <b>561.3</b>     | <b>121.0</b>          | <b>79.0</b>  | <b>(49.8)</b> |
| Port Botany redevelopment              | 36.6         |                  | 36.6                  |              |               |
| Pacific National integration           | 35.7         | 35.7             |                       |              |               |
| Restructuring charges – other          | 6.4          |                  | 0.3                   | 4.2          | 1.9           |
| <b>Total material items before tax</b> | <b>78.7</b>  | <b>35.7</b>      | <b>36.9</b>           | <b>4.2</b>   | <b>1.9</b>    |
| <b>Underlying EBIT</b>                 | <b>790.2</b> | <b>597.0</b>     | <b>157.9</b>          | <b>83.2</b>  | <b>(47.9)</b> |

The key differences between statutory and underlying EBIT relate to the items listed in the table above which have been treated as material items for the purposes of this report. *Further details on these items are included in the disclosure on material items on page 22.*

### Reconciliation of Statutory EBIT to Underlying EBIT

| Year ended 30 June (\$'m)  | 2014         | 2015         |
|--|--------------|--------------|
| <b>Statutory EBIT</b>  | <b>584.0</b> | <b>711.5</b> |
| Port Botany restructuring charges                                  | 38.5         | 36.6         |
| Restructuring charges associated with Pacific National integration | 81.8         | 35.7         |
| Restructuring charges – other                                      | 16.0         | 6.4          |
| <b>Total material items before tax</b>                             | <b>136.3</b> | <b>78.7</b>  |
| <b>Underlying EBIT</b>   | <b>720.3</b> | <b>790.2</b> |



Kwinana, Western Australia, Pacific National

# GROUP OPERATING PERFORMANCE

## Reconciliation of Statutory Net Financing Costs to Cash Net Financing Costs

| Year ended 30 June (\$'m)                             | 2014         | 2015         |
|---|--------------|--------------|
| <b>Statutory net<sup>1</sup> financing costs</b>      | <b>225.3</b> | <b>204.5</b> |
| Net accrued interest and borrowing costs              | (13.1)       | 0.6          |
| Capitalised interest                                  | 10.2         | 21.5         |
| CVA <sup>2</sup> adjustment on derivatives            | (8.0)        | 6.9          |
| Fair value of derivatives not in a hedge relationship | (13.5)       | (13.7)       |
| Other non-cash  | (2.9)        | (7.3)        |
| <b>Cash net<sup>1</sup> financing costs</b>           | <b>198.0</b> | <b>212.5</b> |

1. Net of interest income.
2. CVA – credit value adjustment as per AASB 13.

Cash net financing costs increased 7.3% over the pcp to \$212.5m however net statutory financing costs declined 9.2% over the pcp to \$204.5m. The difference between cash and statutory financing costs was driven by:

- a decline in accrued interest and borrowing costs following the normalisation of coupon payments under the EMTN program issued in October 2013;
- higher capitalised interest primarily associated with the Port Botany redevelopment project (\$21.5m over the 12 month period compared to \$10.2m in the pcp); and
- a turnaround in the non-cash impact of credit value adjustments.

Capitalised interest is expected to be negligible in FY16 following completion of the Port Botany project in FY15. Net financing costs in FY16 prior to the impact of mark to market movements are expected to be in the range \$210m to \$220m.

**7.3%**  
INCREASE IN NET  
FINANCING CASH COSTS



Fremantle, Western Australia, Patrick

## Tax

| Year ended 30 June (\$'m)  | 2014         | 2015         |
|--|--------------|--------------|
| <b>Reconciliation of income tax expense to prima facie tax payable</b> |              |              |
| Profit before tax after material expenses                              | 358.7        | 507.0        |
| Income tax at 30% (2014: 30%)  | 107.6        | 152.1        |
| Franking credits on taxable dividends                                  | (3.5)        | (4.5)        |
| Other  | (2.4)        | (1.4)        |
| <b>Income tax expense recognised in the profit or loss</b>             | <b>101.7</b> | <b>146.2</b> |

Tax expense increased 43.8% to \$146.2m. The effective tax rate (before material items) was 28.8% (28.3% in the pcip) broadly in line with the corporate tax rate of 30%.

## Reconciliation of Statutory NPAT to Underlying NPAT

| Year ended 30 June (\$'m)  | 2014         | 2015         |
|--|--------------|--------------|
| <b>Statutory NPAT after minority interests</b>                     | <b>254.4</b> | <b>359.6</b> |
| Port Botany restructuring charges                                  | 27.0         | 25.6         |
| Restructuring charges associated with Pacific National restructure | 57.2         | 25.0         |
| Restructuring charges – other                                      | 11.2         | 4.5          |
| <b>Total material items after tax</b>                              | <b>95.4</b>  | <b>55.1</b>  |
| <b>Underlying NPAT after minority interests</b>                    | <b>349.8</b> | <b>414.7</b> |

The difference between the FY15 statutory NPAT and Asciano's underlying NPAT relate to the items listed in the table above, which have been treated as material items for the purposes of this report. Further details on these items are included in the disclosure on Material Items in section 1.4.10 below.



# GROUP OPERATING PERFORMANCE

## Material Items

Material items totalled to a pre tax loss of \$78.7m (\$55.1m after tax) compared to \$95.4m after tax in FY14. Material items reported in the FY15 result are detailed in the table below.

| Year ended 30 June 2015                                | \$'m          |
|--|---------------|
| <b>Terminals &amp; Logistics restructuring charges</b> |               |
| Redundancies   | (5.5)         |
| Business disruption and other                          | (31.1)        |
| <b>Pacific National integration</b>                    |               |
| Redundancies   | (26.2)        |
| Write-down of equipment and other                      | (9.5)         |
| <b>Other restructure</b>                               |               |
| Redundancies and Other                                 | (6.4)         |
| <b>Total</b>   | <b>(78.7)</b> |
| Tax attributed to material items                       | 23.6          |
| <b>Material items after tax</b>                        | <b>(55.1)</b> |

Material items reported in the FY15 result was a loss of \$78.7m pre tax (\$55.1m post tax) and included:

- Terminals & Logistics reported costs of \$36.9m (\$25.8m after tax) associated with the Port Botany redevelopment and the restructure of the Logistics business including:
  - business disruption caused by construction on the existing terminal site;
  - commissioning costs including staff training; and
  - legal and general industrial relations costs.
- Pacific National reported costs of \$35.7m (\$25.0m after tax) primarily associated with the next phase of the integration of its rail activities including:
  - redundancy costs associated with the next phase of its business improvement plan; in particular, the creation of a National Operating Centre – \$26.2m pre tax; and
  - the non-cash write down of rolling stock and other cash restructuring charges – \$9.5m pre tax.
- Bulk & Auto Ports reported redundancy costs of \$4.2m pre tax (\$3.0m after tax) associated with the restructure of the Division; and
  - Redundancies taken at the corporate level associated with a further restructuring of the business were \$1.9m pre tax, \$1.3m post tax expense.

**AN AFTER TAX MATERIAL EXPENSE OF \$55.1M REPORTED RELATES TO PORT BOTANY REDEVELOPMENT AND NEXT STAGE OF THE RESTRUCTURE OF PACIFIC NATIONAL'S ACTIVITIES**



(L) Kewdale, Western Australia, Pacific National  
(R) East Swanson Dock, Victoria, Patrick

## Cash Flow

| Year ended 30 June (\$'m)   | 2014          | 2015          | % chg          |
|---|---------------|---------------|----------------|
| <b>Underlying EBITDA</b>  | 1,052.0       | 1,142.0       | 8.6            |
| Material items EBITDA   | (60.6)        | (70.1)        | 15.7           |
| Net operating working capital                                     | 13.1          | (70.7)        | (639.7)        |
| Other non-cash items  | (42.7)        | (52.1)        | 22.0           |
| <b>Operating cash flow before interest and tax</b>                | <b>961.8</b>  | <b>949.1</b>  | <b>(1.3)</b>   |
| Net interest and other costs of finance paid                      | (198.0)       | (212.5)       | 7.3            |
| Tax paid  | (157.0)       | (113.0)       | (28.0)         |
| <b>Net operating cash flows</b>                                   | <b>606.8</b>  | <b>623.6</b>  | <b>2.8</b>     |
| Net spend on property plant and equipment and IT <sup>1</sup>     | (619.7)       | (515.2)       | (16.9)         |
| <b>Cash flow after capital expenditure</b>                        | <b>(12.9)</b> | <b>108.4</b>  | <b>(940.3)</b> |
| Other investing cash flows <sup>2</sup>                           | (84.3)        | (1.9)         | (97.7)         |
| Financing cash flows  | 234.8         | (146.5)       | (162.4)        |
| <b>Net movement in cash</b>                                       | <b>137.6</b>  | <b>(40.0)</b> | <b>(129.1)</b> |
| Cash conversion % (OCF before net finance costs and tax / EBITDA) | 97.0          | 88.5          | (8.5)          |

1. Includes proceeds from asset sales of \$81.5m in FY14 and \$66.4m in FY15.

2. Includes the acquisition of Mountain Industries of net A\$83.6m in FY14.

Net operating cash flow after tax and net financing costs increased 2.8% versus pcp to \$623.6m. Cashflow was impacted by:

- employee termination payments associated with the Port Botany redevelopment and the restructure of Pacific National and Bulk Ports provided for in prior years and paid in the FY15 year including the payout of holiday, long service and sick leave entitlements – approximately \$80m;
- a 28% decline in cash tax paid reflecting a change from quarterly to monthly ATO instalments announced in FY13 which normalised in FY15; and
- the full year impact of changes in payment terms across a range of accounts made in FY14 resulting in a net increase in working capital in FY15. The impact of this is expected to normalise in FY16.

Free cash flow after capital expenditure for the full year increased from a negative position of \$12.9m in the pcp to a positive \$108.4m. Free cash flow after capital expenditure and investing cash flow reflected a similar turnaround, from a negative \$97.2m to positive cash flow of \$106.5m.

Cash costs incurred in FY15 related to material items provided for in FY13-FY15 were \$75.6m pre tax. These costs primarily relate to the redundancies and other costs that have been incurred following the completion of the redevelopment of Port Botany and the migration to a fully automated container terminal. In total, including employee entitlements cash costs funded in FY15 were approximately \$80m.

**FREE CASH FLOW AFTER  
CAPEX TURNAROUND  
TO POSITIVE  
\$108.4M  
IN FY15**

# GROUP OPERATING PERFORMANCE

## Capital Expenditure

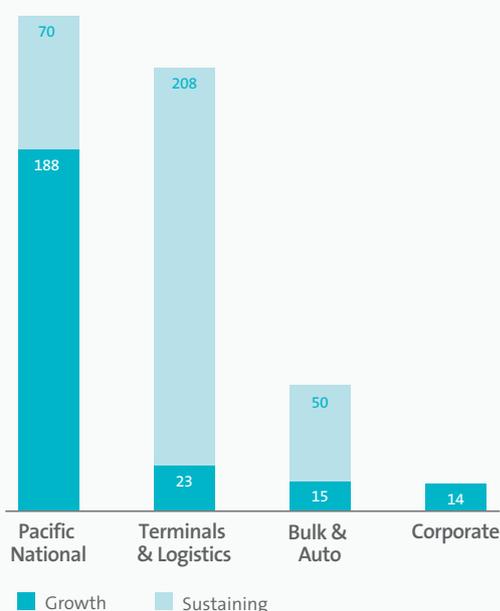
| Year ended June (\$'m)           | 2014  | 2015  | % chg  |
|----------------------------------|-------|-------|--------|
| <b>Total capital expenditure</b> | 753.7 | 566.9 | (24.8) |
| Growth capital expenditure       | 483.4 | 327.5 | (32.3) |
| Sustaining capital expenditure   | 270.3 | 239.4 | (11.4) |

Refer to pages 28 – 43 for further information about divisional capital expenditure

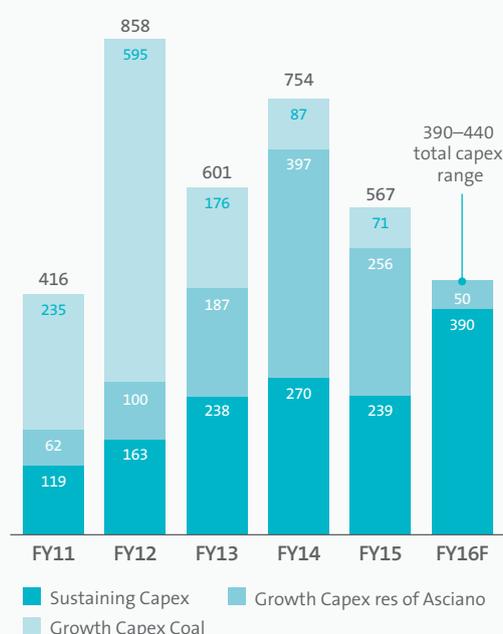
Key capital expenditure projects in FY15 included:

- the redevelopment of Port Botany;
- the upgrade of the Sydney, Melbourne and Adelaide freight terminals;
- the acquisition of the remaining property in Queensland from Toll Group; and
- the development of the oil and gas floating support platform in Dampier (Patrick Marine Facility).

## FY15 Capital Expenditure by Division (\$'m)



## Capital Expenditure Outlook (\$'m)



FY16 capital expenditure is expected to be in the range of \$390-440m. Capital expenditure projects in FY16 include:

- final payments for the new cranes to operate at Port Botany;
- payments for rolling stock associated with new contracts in PN Rail;
- the ongoing midlife component change out of the NR class locomotive fleet; and
- The completion of the upgrade of the Adelaide freight terminal.

# FY16 CAPEX EXPECTED TO BE IN THE RANGE OF \$390-440M

## Balance Sheet

### Net debt and net interest cover

| Period ending (\$'m)                                 | June 14 | Dec 14  | June 15 |
|--|---------|---------|---------|
| <b>Gross borrowings at hedged values<sup>3</sup></b> | 3,208.0 | 3,252.7 | 3,236.6 |
| Debt issuance costs (including discounts)            | (22.5)  | (20.0)  | (24.0)  |
| FX and fair value adjustments to bonds               | 185.1   | 547.8   | 733.4   |
| Borrowings per balance sheet                         | 3,370.6 | 3,780.5 | 3,946.0 |
| Cash   | 167.3   | 183.8   | 127.3   |
| <b>Net debt</b>                                      | 3,203.3 | 3,596.7 | 3,818.7 |
| Leverage (Net Debt to EBITDA) (times) <sup>1</sup>   | 2.89    | 2.85    | 2.72    |
| Interest cover (times) <sup>2</sup>                  | 5.3     | 5.2     | 5.5     |

1. Net interest and EBITDA based on a rolling 12 month period. Net debt is net of hedges.
2. Includes capitalised interest, excludes non-cash items and mark to market.
3. Includes C3 finance lease.

At 30 June 2015, Asciano's rolling 12 month net debt to EBITDA was 2.72x within the Company's target range of 2.5-3.0x. Gross debt net of cash at hedged values increased by less than 1% over the 12 month period. The rolling 12 month interest cover was 5.5x at the end of the 12 month period compared to 5.3x at 30 June 2014, comfortably above the Company's target of greater than 3.5x.

### Net debt to EBITDA (x)<sup>1</sup>



### EBITDA to net interest (x)<sup>1</sup>

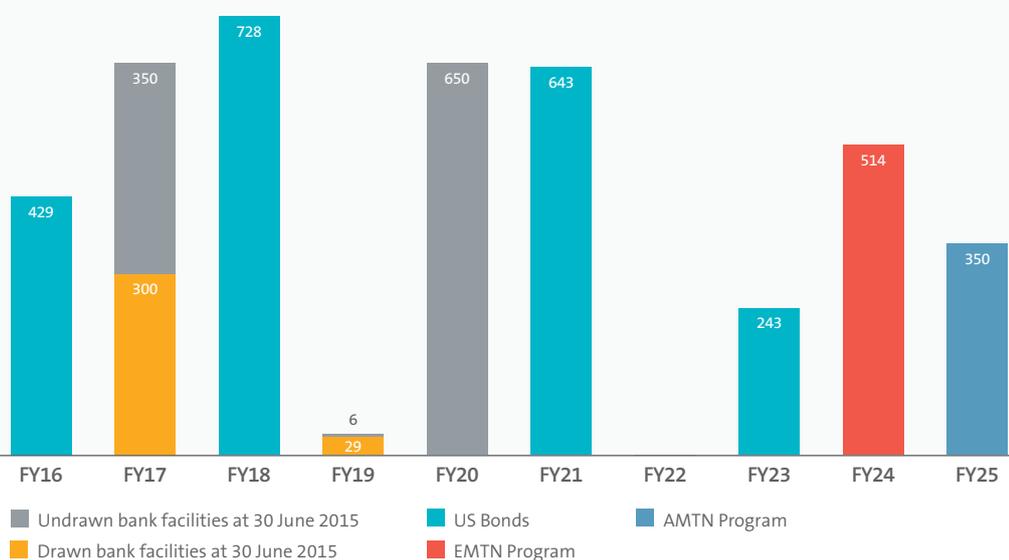


1. Net interest and EBITDA based on rolling 12 month period and includes capitalised interest. Excludes mark to market and other non cash items.

### Debt maturity profile

In May 2015, Asciano issued A\$350m of 10 year unsecured fixed rate medium-term notes. The net proceeds of this offer, combined with existing banking facilities, will be used to repay the US\$400m (hedged at A\$428.8m) of senior guaranteed notes maturing on 15 September 2015. Post the repayment of the notes in September 2015, Asciano will have no debt due until October 2016 and a weighted average maturity of 4.7 years.

### Debt maturity profile (\$'m)



**SUCCESSFULLY RAISED  
A\$350M  
IN TEN YEAR  
UNSECURED FIXED  
RATE MEDIUM TERM  
NOTES TO REPLACE  
MATURING BOND AND  
LOWERING AVERAGE  
COST OF DEBT**

# GROUP OPERATING PERFORMANCE

## Reconciliation of Loans and Borrowings

| Facility   | Type                   | Maturity | Drawn A\$m     | Undrawn A\$m   |
|--|------------------------|----------|----------------|----------------|
| Syndicated bank facility   | Revolving cash advance | Oct-16   | 300.0          | 350.0          |
| Syndicated bank facility   | Revolving cash advance | Oct-19   | –              | 650.0          |
| C3 NZD Bank Facility   | Cash advance           | Jun-19   | 29.1           | 6.0            |
| US\$ bonds <sup>1</sup>  | 144a/Reg S             | Sep-15   | 428.8          |                |
| US\$ bonds <sup>1</sup>  | 144a/Reg S             | Apr-18   | 727.6          |                |
| US\$ bonds <sup>1</sup>  | 144a/Reg S             | Sep-20   | 643.2          |                |
| US\$ bonds <sup>1</sup>  | 144a/Reg S             | Apr-23   | 242.6          |                |
| GBP bonds <sup>1</sup>   | EMTN                   | Sep-23   | 514.0          |                |
| AUD bonds  | AMTN                   | May-25   | 350.0          |                |
| <b>Total hedged A\$ equivalent balance</b>                                 |                        |          | <b>3,235.3</b> | <b>1,006.0</b> |
| Less: Unamortised discount on US\$ bonds, AUD & GBP notes                  |                        |          | (9.1)          |                |
| Less: Unamortised debt issuance costs                                      |                        |          | (14.9)         |                |
| Add: Unrealised foreign exchange loss on US\$ bond and GBP notes           |                        |          | 649.7          |                |
| Add: Fair value adjustments to US\$ bonds                                  |                        |          | 83.7           |                |
| Add : C3 finance lease   |                        |          | 1.3            |                |
| <b>Loans &amp; Borrowings as per statutory balance sheet at 30 June 15</b> |                        |          | <b>3,946.0</b> |                |
| Cash and liquid assets as at 30 June 15                                    |                        |          | (127.3)        | 127.3          |
| <b>Net debt/available liquidity as at 30 June 15</b>                       |                        |          | <b>3,818.7</b> | <b>1,133.3</b> |

1. Outstanding amounts for international issues are shown at the hedged A\$ balances.

At 30 June 2015, the Company had a diversified mix of funding sources, with approximately two-thirds of total available funding raised in international debt capital markets and the remaining capacity from a syndicate of 11 banks.

In October 2014, Standard & Poor's resolved the positive outlook on Asciano's corporate credit rating to BBB. Moody's have maintained its Baa2 (Stable) corporate credit rating on Asciano.

Available liquidity at 30 June 2015 was \$1.1bn consisting of \$0.1m in cash and \$1bn in undrawn bank facilities.



(L&R) Fremantle, Western Australia, Patrick

## Reconciliation of drawn bank debt and the statutory balance sheet

| \$'m   | June 2014      | Dec 2014       | June 2015      |
|--|----------------|----------------|----------------|
| Drawn bank debt (excluding bank guarantees)                                | 650.0          | 695.0          | 329.1          |
| US\$ bonds (at hedged values)  | 2,042.2        | 2,042.2        | 2,042.2        |
| GBP notes (at hedged values)   | 514.0          | 514.0          | 514.0          |
| AUD notes  | –              | –              | 350.0          |
| Less: unamortised discount on US\$ bonds                                   | (5.9)          | (5.3)          | (9.1)          |
| Less: unamortised debt issuance costs                                      | (16.6)         | (14.7)         | (14.9)         |
| Add (Less): unrealised foreign exchange movement on US\$ bonds & GBP notes | 108.3          | 463.6          | 649.7          |
| Add: fair value adjustments to US\$ bonds                                  | 76.8           | 84.2           | 83.7           |
| Add: C3 finance lease  | 1.8            | 1.5            | 1.3            |
| <b>Loans and borrowings as per statutory balance sheet</b>                 | <b>3,370.6</b> | <b>3,780.5</b> | <b>3,946.0</b> |

Loans and borrowings in the balance sheet increased 17.1% over the 12 month period to \$3.9bn driven primarily by a 500% increase in the unrealised value adjustments to the foreign currency hedges on offshore bond issues, combined with the issue of A\$350m of 10 year unsecured fixed rate medium-term notes completed in May 2015. The net proceeds of this offer, combined with existing banking facilities, will be used to repay the US\$400m of senior guaranteed notes maturing on 15 September 2015.

## Shareholder Returns

| Year Ended June (%)                        | FY14 | FY15 | bps chg  |
|--|------|------|----------|
| ROCE                                       | 10.7 | 11.4 | 67bps    |
| ROCE (excluding WIP)                       | 11.7 | 12.8 | 117bps   |
| ROCE (excluding goodwill)                  | 17.5 | 18.3 | 78bps    |
| ROE (pre material items)                   | 9.5  | 10.9 | 141bps   |
| Divisional ROCE                            |      |      |          |
| Pacific National                           | 12.5 | 14.4 | 190bps   |
| Terminals & Logistics                      | 6.8  | 6.5  | (31bps)  |
| Terminals & Logistics (excluding goodwill) | 21.4 | 17.1 | (426bps) |
| Bulk & Automotive Port Services            | 15.5 | 13.9 | (157bps) |

Group ROCE improved from 10.7% to 11.4% at the end of the 12 month period. ROCE excluding WIP improved 117bps to 12.8% and ROCE excluding goodwill was 18.3%. Group ROE (pre material items) improved from 9.5% to 10.9% in FY15. The increased returns reflect both the investments made over the past four years in new contracts and the BIP driving out costs.

## Dividends

| Year Ended June (cps) | FY14  | FY15 | % chg |
|-----------------------|-------|------|-------|
| Interim dividend      | 5.75  | 8.25 | 43.5  |
| Final dividend        | 8.50  | –    | –     |
| Full year dividend    | 14.25 | 8.25 | –     |

No final dividend for the FY15 year has been declared as Asciano, subject to ATO clearance and the transaction proceeding, intends to pay a full franked special dividend of up to 90 cents per share with a corresponding reduction in the cash component of the consideration offered by Brookfield Infrastructure Partners Limited (BIP) under the scheme implementation deed announced 18 August 2015.

# PACIFIC NATIONAL



## Strategic Objective

Pacific National's strategy is to be the recognised market leader for bulk and intermodal rail freight in Australia, characterised by superior customer service and a focus on innovative solutions. Pursuing this strategy involves actively managing and utilising its locomotive and wagon fleet to ensure that operating costs are optimised and our customers receive innovative and competitive services to fulfill their specific requirements. Focusing on customer needs and delivering innovative outcomes, combined with the scale of its operations and effective asset utilisation underpin the Division's sustainable competitive advantage.



Kwinana, Western Australia, Pacific National

## Business Overview

Pacific National is one of the largest providers of rail freight services in Australia. Services are provided in the containerised, break bulk and bulk markets.

Pacific National has two broad business activities, National Intermodal freight haulage and Bulk Haulage.

### National Intermodal

Pacific National provides interstate containerised freight services, interstate break bulk freight (steel), regional freight rail services in Queensland and hook and pull services for passenger trains. Pacific National has approximately 70% of market share of the long haul intermodal market in Australia.

Pacific National's intermodal customers include the largest freight forwarding companies in Australia, including Linfox, Toll, K&S, Rand, Sadleirs and the steel manufacturers, BlueScope Steel and Arrium. Contracts vary in length, but are generally 5-10 years. The terms of the intermodal contracts vary; however, generally they do not have volume commitments.

### Bulk Haulage

Pacific National hauls a range of bulk goods by rail including coal, grain for domestic and export markets, minerals, concentrate and construction materials for customers around Australia. Pacific National is the second largest coal rail haulage provider in Australia performing over 41% of export coal haulage activities from mine to port and, in addition, hauls coal for domestic use from mine to power stations and steelworks, primarily in New South Wales and Queensland. Pacific National also hauls coal by rail in South Australia, servicing the local electricity industry.

The Bulk Haulage business is divided into two geographically focused regions:

- Queensland** – Pacific National entered the bulk haulage market in Queensland in 2009, securing coal haulage contracts with a number of customers in the coal chains of Central Queensland. The Division currently services mines in the Bowen Basin through the Goonyella, Blackwater and Newlands coal chain systems. In FY15, Pacific National Coal hauled an estimated 26% (tonnes) of the Queensland coal haulage market. The Division also has a contract to haul concentrates from Mt Isa and will continue to look for opportunities to expand its activities in the bulk sector in Queensland.

In Queensland, Pacific National's major customers include Anglo American, BHP Mitsui Coal, Glencore and Rio Tinto.

- South East Australia** – Pacific National has had a long-term presence in the bulk haulage market in South East Australia. In New South Wales, Pacific National Coal is the largest coal hauler with an estimated 72% market share (NTKs). The company services the mines of the New South Wales Hunter Valley, Illawarra, Lithgow, Mudgee and Gunnedah regions, hauling export coal into the ports of Newcastle and Port Kembla, as well as domestic coal to power stations and steelworks located in New South Wales. An estimated 80% of the New South Wales coal market is thermal coal.

In South Australia, Pacific National hauls coal from the Leigh Creek coal mine to the power stations in Port Augusta for the supply of base load power to the state of South Australia.

The business operates short and medium-distance intrastate services in New South Wales and Victoria, hauling bulk freight including grain for domestic and export markets, minerals and construction materials.

Pacific National hauls an estimated 75% of grain hauled by rail on the east coast of Australia.

Bulk Haulage customers include Rio Tinto, Whitehaven, Idemitsu, Graincorp, Manildra, Cargill, Emerald, Boral, Glencore and Holcim.

Contracts in Bulk Haulage vary in length from 2-10 years and generally have "take or pay" or proforma volume commitments.

# PACIFIC NATIONAL

## Key Business Risks

The key business risks impacting Pacific National's business are covered in the overarching business risks listed in paragraph 1.3. Specific examples of these risks as they pertain to Pacific National's business include the following:

### Global demand for coal, other bulk resources and agricultural products

- global economic activity and in particular growth in emerging markets, including India and China and the impact on demand for Australian coal exports
- the focus globally on the expansion of renewable and lower emission energy alternatives which could reduce the demand for thermal coal over time
- demand and global supply of bulk resources and agricultural products, including grain

### Customer demand for above rail haulage services

- sustained low thermal and metallurgical coal prices and the impact lower prices may have on the viability of existing mines and small miners and the expansion plans of the coal miners
- the impact of a strong Australian dollar on coal mine viability and competitiveness
- movements in the competitive effectiveness of competing freight transport modes
- the impact of seasonal weather patterns, in particular, the wet season in Northern Australia
- impact of weather on agricultural cycles and therefore volumes

- Impact of competition on access to infrastructure resources
- coal chain infrastructure capacity, productivity and reliability including rail and coal port infrastructure

### Impact of competition from other above rail operators and alternative transport modes

- the expiry risk attached to major contracts and the associated risk of stranded assets if contracts are not renewed

### Australian GDP growth

- domestic economic growth and the impact on demand for the movement of consumer goods across Australia
- domestic construction cycle and the impact on the demand and movement of a range of building materials (including steel products) around the country
- population growth and its impact on demand for goods

### Ongoing below rail infrastructure investment to support growth in demand

Pacific National mitigates these risks through the use of performance-based take or pay contracts where significant capital investment is required, the effective management of its people and the rolling stock fleet across the Asciano Group and a focus on continually seeking ways to improve performance and customer satisfaction. It should be noted that not all of the above risks are within the direct control of Pacific National.

## Key Business Statistics as at 30 June 2015

|   |  |
|---|--|
| <b>Total annualised contracted coal tonnage in FY16<sup>1</sup> (m)</b> | <b>180</b>   |
| <b>Estimated market share</b>   |  |
| <b>Coal (%)<sup>1</sup></b>   |  |
| NSW total domestic and export   | 71%  |
| Queensland  | 24%  |
| <b>National Intermodal</b>  | ~70%   |
| <b>Number of locomotives</b>  | 582  |
| <b>Number of wagons</b>   | 12,738   |
| <b>Total insured value of fleet (\$)</b>                                | 4.0b   |
| <b>Full time employees</b>  | 3,573  |
| <b>Strategic rail facilities</b>  | Nebo, Cairns, Townsville, Mackay, Rockhampton, Brisbane (Queensland), Greta (Hunter Valley, NSW), Adelaide, Kewdale (Perth), Chullora (Sydney), and Melbourne. |
| <b>Average weighted coal contract maturity (years)</b>                  | 7.3  |

1. Based on FY16 total domestic and export rolling 12 months.

## Pacific National FY15 Earnings and Volume Overview

| Year ended 30 June                                    | 2014     | 2015     | % chg  |
|---|----------|----------|--------|
| <b>Volume Bulk Rail</b>                               |          |          |        |
| <b>Total Coal NTKs (m)</b>                            | 29,227.1 | 30,913.0 | 5.8    |
| Queensland Coal                                       | 12,810.2 | 13,562.5 | 5.9    |
| South East Australia Coal                             | 16,416.9 | 17,350.5 | 5.7    |
| <b>Other Bulk Rail NTKs</b>                           | 5,114.8  | 5,165.6  | 1.0    |
| <b>Total Coal Tonnes (m)</b>                          | 159.0    | 162.8    | 2.4    |
| Queensland Coal                                       | 51.5     | 55.1     | 7.0    |
| South East Australia Coal                             | 107.5    | 107.7    | 0.2    |
| <b>Other Bulk Tonnes (m)</b>                          | 15.0     | 15.0     | 0.0    |
| <b>Volume National Intermodal</b>                     |          |          |        |
| NTKs (m)  | 21,492.1 | 20,943.6 | (2.6)  |
| TEUs <sup>2</sup> ('000)                              | 811.4    | 771.5    | (4.9)  |
| Steel tonnes ('000)                                   | 2,923.8  | 2,878.2  | (1.6)  |
| <b>Revenue and other income (\$'m)</b>                | 2,489.0  | 2,430.7  | (2.3)  |
| Coal access revenue (\$'m)                            | 203.9    | 187.4    | (8.1)  |
| <b>Revenue net of coal access (\$'m)</b>              | 2,285.1  | 2,243.3  | (1.8)  |
| Bulk Rail revenue                                     | 1,541.0  | 1,518.5  | (1.5)  |
| Bulk Rail revenue net of coal access                  | 1,337.1  | 1,331.1  | (0.4)  |
| National Intermodal revenue                           | 948.0    | 912.2    | (3.8)  |
| <b>Underlying EBITDA<sup>1</sup> (\$'m)</b>           | 746.0    | 846.0    | 13.4   |
| Bulk Rail   | 540.0    | 625.7    | 15.9   |
| National Intermodal                                   | 206.0    | 220.3    | 6.9    |
| <b>Underlying<sup>1</sup> EBIT (\$'m)</b>             | 511.9    | 597.0    | 16.6   |
| Bulk Rail   | 372.8    | 452.5    | 21.4   |
| National Intermodal                                   | 139.1    | 144.5    | 3.9    |
| Operating EBITDA margin (%)<br>(net of coal access)   | 32.6     | 37.7     | 5.1    |
| Operating EBIT margin (%)<br>(net of coal access)     | 22.4     | 26.6     | 4.2    |
| ROCE (%)  | 12.5     | 14.4     | 190bps |
| Cash Conversion (%)<br>(Operating cash flow / EBITDA) | 94.7     | 93.8     | (0.9)  |
| Total capex (\$'m)                                    | 398.0    | 258.1    | (35.2) |
| Growth capex (\$'m)                                   | 220.1    | 70.1     | (68.2) |
| Sustaining capex (\$'m)                               | 177.9    | 188.0    | 5.7    |
| Gain on asset sale                                    | 10.6     | -        | na     |
| Full time employees                                   | 3,771    | 3,573    | (5.3)  |

1. Underlying – pre material items.

2. FY14 restated to include Queensland TEUs.

Pacific National reported a decline in total revenue (net of coal access) of 1.8% over the pcp to \$2.2bn. Adjusting for the reduction in the fuel price and the removal of the carbon tax levy, revenue increased by approximately 2.2% over the pcp.

Bulk revenue (net of coal access) adjusted for the fuel price reductions and the removal of the carbon tax levy increased 4.3% over the pcp, driven by:

- a strong performance from the Queensland coal business reflecting a 5.9% increase in NTKs over the twelve month period driven by a slight improvement in coal contract utilisation (tonnes) at 89% and a full period benefit from the Hail Creek contract with Rio Tinto Australia. The performance was assisted by a relatively benign wet season in Northern Queensland in 2015;
- flat revenues generated by the NSW/Victorian bulk business reflecting a 5.7% increase in coal NTKs and a flat performance from other bulk volumes;
- coal contract utilisation (tonnes) in NSW being 1.3% lower than the pcp at 87.5% reflecting a softer 2H FY15 primarily the result of the severe weather disruption to the Hunter Valley coal chain in April and May;
- the flat performance from other NSW/Victoria bulk volumes, reflecting a 31.2% decline in export grain volumes and a 12.5% decline in domestic grain volumes; and
- construction and special products volumes increasing over the pcp, reflecting the commencement of new contracts over the 12 month period.

Intermodal revenue adjusted for fuel price reductions and the removal of the carbon tax levy was 0.2% below the pcp. The result was primarily driven by:

- following an improvement in 2Q FY15, volumes in 2H FY15 continued to reflect weak economic conditions in Australia;
- relative to pcp, fewer and heavier containers were transported over a shorter distance. This is evidenced by an increase in tonnes of 1% despite a decrease in TEUs and relatively flat revenue for containerised freight and automotive on the main intermodal routes;
- the decrease in steel volumes relative to the pcp largely relates to increased competition in Australia from overseas manufacturers.

Underlying EBITDA increased 13.4% to \$846m. This was driven by the benefits of the integration of the two rail businesses, with BIP initiatives delivering a \$105.9m benefit. The two biggest areas of savings were in the permanent reduction of labour (5.3% over the 12 month period to 30 June 2015 and 6.9% for the 18 months from 31 December 2013) and the renegotiation and restructure of the Division's repairs and maintenance activities and agreements.

# PACIFIC NATIONAL

**16.6%**  
INCREASE IN  
UNDERLYING EBIT

## Pacific National EBIT Bridge

| (\$'m)                        | Bridge to FY15 EBIT | FY15 actual    | FY14 actual    |
|-------------------------------|---------------------|----------------|----------------|
| <b>FY14 underlying EBIT</b>   | <b>511.9</b>        |                |                |
| Price/mix/volume              | 84.0                |                |                |
| Costs                         | (73.6)              |                |                |
| Depreciation and amortisation | (15.0)              | (249.0)        | (234.0)        |
| BIP                           | 105.9               |                |                |
| Incidents                     | 7.1                 | 2.1            | (5.0)          |
| Asset sales                   | (10.6)              | –              | 10.6           |
| Weather impacts               | (12.7)              | (12.7)         | –              |
| <b>FY15 underlying EBIT</b>   | <b>597.0</b>        | <b>(259.6)</b> | <b>(228.4)</b> |

Underlying EBIT increased 16.6% to \$597m. Underlying EBIT growth over the 12 months was impacted by:

- significant disruption caused by a severe weather event in April that disrupted both the Hunter Valley coal chain and North/South intermodal rail services;
- the financial impact of a major derailment in the Hunter Valley, offset by the recoupment of incident claims from the prior year;
- the inclusion of \$10.6m profit from the sale of an asset in the FY14 result;
- the financial contribution from BIP initiatives of \$105.9; and
- a 7.4% increase in depreciation and amortisation over the period reflecting capital investment in new contracts over the last few years.

Capital expenditure over the period declined 35.2% to \$258.1m. Capital expenditure over the 12 month period included the upgrade of rail terminals in Sydney, Melbourne and Adelaide, the purchase of the final intermodal rail property in Queensland

from Toll Group, rolling stock for new or expanded contracts and the ongoing midlife component change-out repowering of the NR class locomotive fleet.

ROCE improved from 12.5% in the pcp to 14.4%, reflecting the benefits of new contracts commenced over the last few years and the benefits from the BIP program.

The Division booked a pre-tax material loss of \$35.7m related to:

- the cost of redundancies associated with the next phase of the integration and restructuring of Pacific National's rail activities. This program includes a move to a National Operating Centre that will centralise planning, rostering, live run, asset deployment and maintenance activities. Costs associated with this are \$26.2m; and
- the non-cash write down of surplus rolling stock, other equipment and other restructure costs in the Division of \$9.5m.



Kewdale, Western Australia, Pacific National

## Pacific National Outlook

Pacific National is expected to report flat to low single digit growth in Underlying EBIT in FY16 driven by:

- A full year benefit from its BIP initiatives commenced over the last 12 months and new programs to be introduced in FY16 in particular the rollout of a National Operating Centre replacing the current six planning locations;
  - Coal volumes in NSW will be impacted by contracted growth in some contracts and contraction in haulage task with some existing customers. The net impact in contracted tonnage in FY16 of these movements is negative 0.2bn NTKs;
  - The commencement of the 12 year coal haulage agreement with the Q Coal Group (Q Coal). The contract will see Pacific National haul up to 4mtpa from Q Coal's Drake coal project to the Abbot Point coal terminal near Bowen Queensland. Haulage is expected to commence during 2016 and growing in line with production ramp up at the mine;
  - Total annualised contracted coal tonnage in FY16 across Queensland and NSW is 180mt;
- Coal volumes hauled will be impacted by the proportion of coal hauled versus contracted. This rate can be impacted by factors including export coal demand, weather and production levels;
  - Export grain volumes will be dependent on grain harvest levels and customer decisions around the timing of shipping grain. At the current time grain volumes are expected to show some improvement on FY15 levels;
  - Other Bulk volumes will benefit from new contracts commencing during the period; and
  - Intermodal volumes will reflect activity levels in the Australian economy, in particular activity levels in Western Australia and Queensland, which are forecast to continue to be relatively flat.

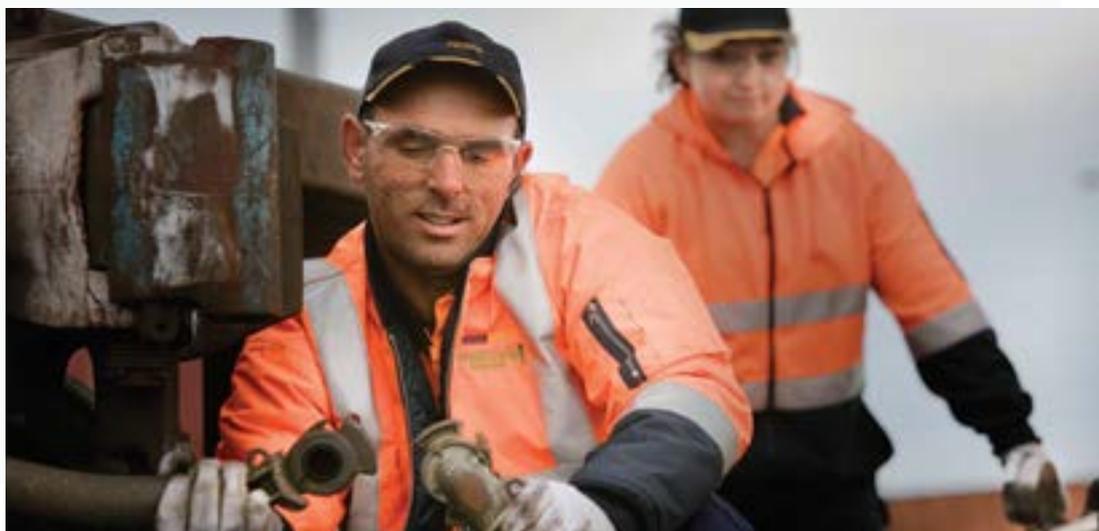
Capital expenditure for Pacific National in FY16 is expected to be in the range of \$230-250m broadly in line with forecast depreciation charges.

Pacific National's longer-term outlook will be influenced by the level of GDP growth in Australia and the global demand for Australian thermal and metallurgical coal and other bulk commodities.

# PACIFIC NATIONAL IS EXPECTED TO REPORT FLAT TO LOW SINGLE DIGIT GROWTH IN UNDERLYING EBIT IN FY16



Newcastle, New South Wales, Pacific National



Kewdale, Western Australia, Pacific National

DIVISIONAL PERFORMANCE

# PATRICK TERMINALS & LOGISTICS

**PATRICK CUTOVER  
TO ITS NEW  
STATE-OF-THE-ART  
AUTOMATED  
TERMINAL AT  
PORT BOTANY  
IN APRIL 2015**





Port Botany, New South Wales, Patrick

## Strategic Objective

Terminals & Logistics key business objective is to be the market leader in Australian container terminals and port related supply chain services. The Division is investing significant capital to sustain its competitive advantage. This will deliver a superior customer service footprint and an operating model that is the lowest cost in the industry, operating at productivity levels that provide a superior and reliable service to customers.

## Business Overview

The Terminals & Logistics Division operates in the market under the Patrick brand name. Patrick is one of two major competitors in the Australian market providing container stevedoring services in the four largest container ports in Australia; East Swanson Dock in Melbourne, Port Botany in Sydney, Fisherman Islands in Brisbane and Fremantle in Western Australia. A third entrant has recently commenced competing services in Brisbane and Sydney. A further entrant is expected to commence activities in the Melbourne market in 2017. Patrick's market share for the 12 month period across the four terminals was 47.9% (based on contracted lifts).

Patrick's key customers in the Terminals business are global shipping lines. Contracts are generally 3-5 years in length. Patrick is compensated on a per lift basis.

The division has built an integrated port related logistics service offering, establishing the link between the shipping lines, freight forwarders and the beneficial freight owner. In April 2015 Patrick announced that it was forming a 50/50 joint venture with ACFS Port Logistics (ACFS) bringing together the metropolitan logistics businesses of both companies. The joint venture commenced on 1 August 2015.

# PATRICK TERMINALS & LOGISTICS

## Key Business Risks

The key business risks impacting the Terminals & Logistics business are covered in the overarching Business Risks listed in paragraph 1.3. Specific examples of these risks as they pertain to the Terminals & Logistics business include the following:

### Australian GDP growth

- GDP and population growth and the flow on impact to domestic demand and thus container volume growth
- The impact of the Australian dollar on the outsourcing of the Australian manufacturing sector and the general growth rate in the levels of imported product into Australia

### The impact of commodity cycles on the growth in containerised exports

#### Increased competition

- the impact on both volumes and margins of new competition into the container ports Patrick operates in Australia

### Retaining business footprint at sustainable cost structure

- successful negotiation of long term access, on acceptable terms, at Fremantle Port following the end of the current lease term in 2017
- potential material increases in Port of Melbourne rental costs

### Customer consolidation

- ongoing consolidation of the global container shipping line market and potential changes to shipping consortia

### Customer service

- loss of a major customer due to poor service standards or pricing

### Industrial relations

- The industrial relations environment in Australia and specifically the activities of the Maritime Union of Australia and its impact on our customer service performance

Terminals & Logistics mitigates these risks through the effective management of its cost base; investment in capital equipment and technology to improve productivity and customer service; employing a robust project management framework; and an increased focus on employee engagement. It should be noted that not all of these risks are within the direct control of Terminals & Logistics.

## Key Business Statistics as at 30 June 2015

| Container terminal presence | Lease term                         | Footprint                      | Equipment   |
|-----------------------------|------------------------------------|--------------------------------|---|
| Port Botany                 | 2043                               | 1,400 mtrs quay line, 4 berths | 8 cranes, 45 straddle carriers and other cargo handling equipment |
| East Swanson Dock           | 2034                               | 885 mtrs quay line 3 berths    | 7 cranes, 54 straddle carriers and other cargo handling equipment |
| Fisherman Islands           | 2045                               | 922 mtrs quay line 3 berths    | 5 cranes, 31 straddle carriers and other cargo handling equipment |
| Fremantle                   | 2017                               | 766 mtrs quay line 2 berths    | 4 cranes, 41 cargo handling pieces of equipment                   |
| Key Customers               | AAA consortium, COSCO, Maersk, MSC |                                |   |

## FY15 Earnings and Volume Overview

| Year ended 30 June                                 | 2014         | 2015         | % chg      |
|--|--------------|--------------|------------|
| Container volumes                                  |              |              |            |
| Terminal volumes – Lifts ('000) <sup>1</sup>       | 2,013.6      | 2,069.5      | 2.8        |
| Terminal volumes – TEU ('000) <sup>2</sup>         | 2,981.3      | 3,060.9      | 2.7        |
| <b>Revenue and other income (\$'m)</b>             | 748.6        | 749.3        | 0.1        |
| Underlying EBITDA <sup>3</sup> (\$'m)              | 201.0        | 213.1        | 6.0        |
| <b>Underlying EBIT<sup>3</sup> (\$'m)</b>          | <b>150.3</b> | <b>157.9</b> | <b>5.1</b> |
| Underlying EBITDA margin (%)                       | 26.9         | 28.4         | 1.5        |
| Underlying EBIT margin (%)                         | 20.1         | 21.1         | 1.0        |
| ROCE (%)   | 6.8          | 6.5          | (31bps)    |
| ROCE excluding goodwill (%)                        | 21.4         | 17.2         | (426bps)   |
| Cash conversion (%) (operating cash flow / EBITDA) | 105.0        | 87.6         | (17.4)     |
| Total capex (\$'m)                                 | 278.1        | 230.2        | (17.2)     |
| Growth capex (\$'m)                                | 240.7        | 207.5        | (13.8)     |
| Sustaining capex (\$'m)                            | 37.4         | 22.7         | (39.3)     |
| Number of employees (FTEs)                         | 1,894        | 1,664        | (12.1)     |

1. Includes volume subcontracted out due to disruption at Port Botany and volume subcontracted in for other operators.
2. TEU-twenty foot equivalent unit.
3. Pre material items.

Terminals & Logistics reported a 0.1% increase in revenue to \$749.3m on the pcp. Revenue was driven by the following:

- a 3.7% increase in revenue from the Container Terminals business over the pcp driven by a 2.8% increase in container lifts over the period (contracted lift volume increased 3.6%; however, volume subcontracted in from other parties declined 92% over the pcp. This compares to estimated market growth in lifts of 2.3%);
- strong increases in lifts were recorded at Fremantle and East Swanson Dock compared to the pcp reflecting the benefit of new contracts secured over the last 18 months. Fisherman Islands reported an increase in lifts for the full year, reflecting a strong turnaround in 2H FY15 compared to the pcp with the benefit of a new

contract. Lifts at Port Botany declined over the pcp primarily as a result of disruption caused by the cross-over to full automation and severe weather closing the port for three days in April;

- market share over the 12 month period is estimated to have been 47.9% (based on contracted lifts) compared to 47.4% (based on contracted lifts) in FY14, a strong result given the increasing competition from a third operator in the Brisbane and Sydney markets. Rolling three month average market share at 30 June 2015 was 47.6% (based on contracted lifts) impacted by the disruption at Port Botany over the last quarter of the fiscal year;
- revenue from the Logistics Division declined 7.5% over the 12 month period reflecting the loss of contracts compared to the pcp.

**3.6%**  
INCREASE IN  
CONTRACTED  
CONTAINER  
VOLUME (LIFTS)

**PATRICK  
INCREASED  
MARKET  
SHARE  
BY LIFTS  
TO 47.9%  
OVER FY15**

Fremantle, Western Australia, Patrick



# PATRICK TERMINALS & LOGISTICS

## Terminals & Logistics Underlying EBIT Bridge

| (\$'m)                        | Bridge to<br>FY15 EBIT | FY15 actual   | FY14 actual   |
|-------------------------------|------------------------|---------------|---------------|
| <b>FY14 underlying EBIT</b>   | 150.3                  |               |               |
| Price/mix/volume              | 0.6                    |               |               |
| Costs/other                   | (9.7)                  |               |               |
| BIP                           | 20.8                   |               |               |
| Depreciation and amortisation | (4.5)                  | (55.3)        | (50.8)        |
| External M&A advisor fees     | (1.0)                  | (1.0)         |               |
| Industrial disputes           | 1.4                    |               | (1.4)         |
| <b>FY15 Underlying EBIT</b>   | <b>157.9</b>           | <b>(56.3)</b> | <b>(52.2)</b> |

Underlying EBIT increased 5.1% on the pcp to \$157.9m. Key factors impacting the result included:

- a 9.2% growth in EBIT from the container terminals;
- the impact of lost contracts and a competitive environment on the Logistics result, declining 50% (100% owned for full 12 month period) on the pcp;
- the benefits of BIP initiatives delivering a further \$20.8m and the general cost containment program across the Division; and
- an 8.9% increase in depreciation and amortisation over the period reflecting the high level of capital investment across the business over the last 12 months.

Capital expenditure for the period declined 17.2% to \$230.2m reflecting costs associated with the Port Botany redevelopment project, the replacement of older equipment at Fisherman Islands and general maintenance work across all four container terminals and the Logistics business.

ROCE declined to 6.5%, reflecting the significant level of investment in the Division during the year. Excluding goodwill ROCE remains well above cost of capital at 17.2%.

The Division reported a net material expense before tax of \$36.9m (after tax \$25.8m) primarily related to the redevelopment of Port Botany. Items provided for include:

- costs associated with business disruption caused by construction on the Port Botany terminal site;
- further redundancy costs;
- commissioning costs including staff training; and
- legal and general industrial relations costs.



Fremantle, Western Australia, Patrick

# \$20.8M DELIVERED THROUGH BIP INITIATIVES

## Outlook

Terminals & Logistics is expected to report an improved performance in Underlying EBIT in FY16. The factors that will impact its results include:

- the benefits of the redevelopment of Port Botany and underlying market volume growth;
- the impact of increasing competition in the Australian container stevedoring market on pricing;
- Patrick retaining both its share of consortia volumes and existing contract volumes to maintain or increase market share;
- the focus of the business will continue to be on improving customer service, improving operational performance and exploiting the leverage in the business in particular post the redevelopment of Port Botany. To this end Asciano has recently renewed one of its shipping line contracts and has extended its contract with one of its other major customers. The Division now has 72% of its business under contract until at least late 2017;

- the Logistics joint venture with ACFS will be equity accounted in FY16 from 1 August 2015. This will result in a decline in the reported revenue of Terminals & Logistics in the order of 17-19% compared to the pcp. The impact on EBITDA and EBIT will not be material; and
- the Division has been shortlisted under the tender process to renew its lease at Fremantle (which expires in 2017). The Western Australian Government has deferred the process until September.

Terminals & Logistics' longer-term outlook will be influenced by factors such as the level of GDP growth in Australia, the strength of competition in the Australian stevedoring market place and any further outsourcing of the Australian manufacturing sector offshore.



Fremantle, Western Australia, Patrick

# PATRICK BULK & AUTOMOTIVE PORT SERVICES



## Strategic Objective

The Division's strategic objective is to be a flexible supply chain solutions provider, delivering superior innovative services. We will partner with our customers to create a trusted service and be a supplier of choice, leveraging critical expertise, infrastructure and a high performance culture whilst ensuring a safe working environment for our people. The Division seeks to rapidly deploy capital and labour to exceed customer expectations. Its competitive advantage is underpinned by its scale and ability to manage complex customer requirements.



Port Kembla, New South Wales, Patrick

## Business Overview

The Division comprises two operations Patrick Ports & Stevedoring and Patrick Autocare.

### Patrick Ports & Stevedoring

Ports & Stevedoring specialises in the management of ports and supporting infrastructure and the provision of port related logistics at more than 40 sites across Australia and New Zealand. Activities across these sites include:

- port ownership and management;
- bulk stevedoring and cargo handling;
- forestry services;
- transport and logistics – services focused on regional areas;
- intermodal – road, rail and wharf;
- containers – packing and handling;
- storage – warehousing, grain and bulk.

Ports & Stevedoring has the following joint venture interests:

- Port of Geelong Unit Trust – Asciano owns 50% of the Port of Geelong Unit Trust with Deutsche RREEF owning the remaining 50%. Ports & Stevedoring operates the port as well as carrying out stevedoring activities at the port.
- Australian Amalgamated Terminals (AAT) – Asciano owns 50% of AAT with Qube owning the remaining 50% interest. AAT focuses on the development and operation of multi-user facilities in port areas, such as providing specialist cargo handling facilities for stevedores and other waterfront service providers.
- Albany Bulk Handling – Asciano owns 50% of a joint venture, with Itochu owning the remaining 50%. The joint venture is a woodchip export facility in Albany, Western Australia.

### Patrick Autocare

Autocare is Australia's leading integrated service for the transportation, processing and storage of motor vehicles. Its key customers are the car companies and, increasingly, the beneficial freight owners (primarily the car dealers). Autocare is a joint venture between Asciano (80%) and NYK Line (20%) and is the manager of the Car Compounds of Australia joint venture with Mitsui O.S.K Lines (50% ownership by Asciano). The business operates out of wharf facilities in Queensland, New South Wales, Victoria, South Australia and Western Australia. Patrick handles approximately 50% of new automobile imports into Australia.

Autocare's principal activities involve:

- Distribution – providing local, country and interstate road and interstate rail transportation of cars and light trucks for local manufacturers, auto-importers and dealerships, with logistics facilities in all states and the Northern Territory. Revenue is driven by the number of local, country and interstate vehicle movements.
- Vehicle processing – provides comprehensive services including the installation of high value accessories, completion of vehicle build to Australian standards, major fleet servicing and refurbishment. Revenue is driven by the number of vehicles processed and build complexity.
- Vehicle storage – for automotive manufacturers, importers and dealerships on a short-term basis including facilities to accommodate vehicle washing, minor repairs and protection from the elements. Revenue is driven by storage days.

# PATRICK BULK & AUTOMOTIVE PORT SERVICES



Laverton, Victoria, Patrick

## Key Business Risks

The key business risks impacting the Division are covered in the overarching business risks listed in paragraph 1.3. Specific examples of these risks as they pertain to the businesses include:

**Activity levels in the resources, shipping, steel, agriculture, chemical and imported car industries which are linked with general economic activity both in Australia and globally**

### Competition

- The bulk ports and stevedoring sector is a fragmented, highly competitive market with generally low barriers creating an environment for potential price discounting and disruption to the market
- Potential for market share losses by key automotive customers

### Rising land and site rental costs

### Customer service

- Loss of a major customer due to poor service standards or pricing

The Division seeks to mitigate these risks through an ongoing focus on customer service, innovation, a focus on the management of the cost base, productivity improvements and proactive and effective engagement with key external stakeholders. It should be noted that not all of these risks are within the direct control of the Division.

## FY15 Earnings and Volume Summary

| Year ended 30 June  | 2014     | 2015     | % chg    |
|---|----------|----------|----------|
| Vehicles processed <sup>1</sup> ('000)                        | 526.1    | 533.3    | 1.4      |
| Vehicle storage days ('000)                                   | 22,715.3 | 15,043.8 | (33.8)   |
| Vehicle movements ('000)                                      | 1,037.3  | 1,049.9  | 1.2      |
| Bulk tonnes stevedored  | 11,588.8 | 11,830.3 | 2.1      |
| <b>Underlying<sup>2</sup> revenue and other income (\$'m)</b> | 793.4    | 705.4    | (11.1)   |
| Underlying EBITDA (\$'m)                                      | 120.0    | 113.9    | (5.1)    |
| <b>Underlying<sup>2</sup> EBIT (\$'m)</b>                     | 89.5     | 83.2     | (7.0)    |
| EBITDA margin (%)   | 15.1     | 16.1     | 1.0      |
| EBIT margin (%)   | 11.3     | 11.8     | 0.5      |
| ROCE (%)  | 15.5     | 13.9     | (157bps) |
| Cash conversion (%) (operating cash flow / EBITDA)            | 107.1    | 82.7     | (24.4)   |
| Total capex (\$'m)  | 48.3     | 65.1     | 34.8     |
| Growth capex (\$'m)   | 20.1     | 49.9     | 148.3    |
| Sustaining capex (\$'m)                                       | 28.2     | 15.2     | (46.1)   |
| Gain on asset sale (\$'m)                                     | –        | 19.8     | –        |
| Full time employees   | 2,901    | 2,654    | (8.5)    |

1. Now includes imported and exported vehicles handled.
2. Underlying – pre material items.

Underlying revenue declined 11.1% on the pcip to \$705.4m. The result was driven by:

- the inclusion of the settlement with the PoMC over the redevelopment of Webb Dock in FY14 of \$25m offset to an extent by profit on the sale of land at Laverton in the FY15 result of \$19.8m;
- revenue from the Gorgon contract more than halving over the pcip to approximately \$30m;
- operating revenue from the Autocare business declining 6.3% reflecting ongoing weakness in storage volumes; and
- soft volumes across a number of other stevedoring sites across Australia reflecting lower commodity and agricultural volumes.

Underlying EBITDA declined 5.1% on pcip to \$113.9m although EBITDA margins improved 100 bps to 16.1%. The after-tax contribution from equity accounted profits increased 23% over the pcip driven primarily by:

- a 13.1% increase in the contribution from the AAT joint venture;
- a 68.4% increase in the contribution from Port of Geelong Unit Trust.

BIP initiatives contributed \$10.1m primarily reflecting an 8.5% decline in full-time employees over the 12 month period, the result of a significant restructure of the Division.

### Bulk & Automotive Port Services Underlying EBIT Bridge

Underlying EBIT decreased 7% to \$83.2m driven by:

- a decline in EBIT from Autocare reflecting a 33.8% decline in vehicle storage days from the record high in FY14 and increased competition on margins;
- the \$19.8m profit on the sale of the Laverton site;
- a marginal improvement in the contribution from Bulk Port Services reflecting an improvement in the EBIT contribution from the Gorgon project following the inclusion of redundancies in last years result
- the impact of BIP initiatives over the period of \$10.1m; and

- a 1.7% increase in the contribution from the C3 forestry services business, softer log volumes in New Zealand offset by new business in Australia.

ROCE declined 157bps over the 12 month period to 13.9% but remains above the Group's cost of capital.

Capital expenditure over the period increased 34.8% to \$65.1m and included the acquisition of the \$18m Patrick Marine facility in Dampier which came online just prior to the end of the fiscal year.

The Division reported a pre-tax material expense of \$4.2m reflecting redundancies associated with the restructure of the business announced at the interim result this year.

### Outlook

Bulk & Automotive Port Services is expected to report a relatively flat underlying earnings result in FY16. The performance and strategic direction of the division in FY16 will be impacted by a number of factors, including:

- the contribution of the profit on the sale of the Laverton property in FY15 is unlikely to be repeated;
- at this stage, the Division expects to see a recovery in New Zealand log volumes across the 12 month period as stock piles in China in particular wind down;
- storage days in the Autocare business have started to improve and are expected to be above FY15 levels in FY16;
- there is expected to be a stabilisation of volumes at Bulk Ports around the country and an initial contribution from the Patrick Floating Marine Platform in Dampier; and
- the Gorgon project is expected to continue to make a contribution to earnings in FY16 albeit lower than the contribution in FY15.

The Division's longer term outlook will be influenced by factors such as the level of GDP growth in Australia and global demand for Australian mineral services.

**\$10.1M**  
IN SAVINGS  
ACHIEVED IN BIP  
INITIATIVES

### Bulk & Automotive Port Services Underlying EBIT Bridge

| (\$'m)                         | Bridge to FY15 EBIT | FY15 actual   | FY14 actual   |
|--------------------------------|---------------------|---------------|---------------|
| <b>FY14 underlying EBIT</b>    | <b>89.5</b>         |               |               |
| Price/mix/volume               | (73.5)              |               |               |
| Costs                          | 40.6                |               |               |
| BIP                            | 10.1                |               |               |
| Depreciation and amortisation  | (0.1)               | (30.6)        | (30.5)        |
| Asset sales                    | 19.8                | 19.8          |               |
| Business restructure and other | (3.2)               | (1.8)         | 1.4           |
| <b>FY15 underlying EBIT</b>    | <b>83.2</b>         | <b>(12.6)</b> | <b>(29.1)</b> |

# GROUP OUTLOOK

- Assuming no material change in the current business environment, Asciano is currently expecting to report flat to low single digit underlying EBIT growth in FY16. This will be driven by the ongoing benefits of the BIP program offsetting the impact of expected relatively flat top line growth and an expected 11-12% increase in the depreciation and amortisation charge.
- The Company currently expects free cash flow after capex to increase significantly in FY16.
- Key factors driving the earnings outlook include:
  - the full year benefit of initiatives under the BIP program in FY15 and ongoing benefits of new initiatives in FY16. The Company is now confident of exceeding its FY16 \$300m target by up to 10%, more than doubling the original \$150m target established at the beginning of the five year plan;
  - a relatively flat volume outlook for Pacific National which will be contingent on economic activity in key parts of the economy in Australia, demand for Australian coal exports and weather impacts on coal and agricultural volumes. Intermodal volumes will also be impacted by the market share of its freight forwarding customers and the market share of rail versus other modes of transport;
  - the full year benefit of new customer wins in the container terminals business combined with an improvement in the performance and market share at Port Botany following the disruption in FY15 caused by the redevelopment of Port Botany;
- volumes through the Container Terminals in general will be impacted by economic activity in Australia;
- activity levels in Bulk & Auto Port Services are expected to stabilise in FY16 with some key areas of recovery including storage days in Autocare and New Zealand log volumes. Activity levels in general will be impacted by the levels of agricultural and commodity export and import volumes; and
- following the decision to integrate the leadership teams of Terminals & Logistics and Bulk & Auto Port Services there will be a further reduction in overhead costs across the two Divisions.
- Net financing costs expensed through the P&L will increase in FY16 following the launch of the Port Botany project and a decline in associated capitalised interest. Cash financing costs are expected to be flat over the period.
- Total capital expenditure in FY16 is forecast to be in a range of \$390-440m as previously advised.
- Leverage is expected to continue to decline to be at the bottom end of the target range of 2.5x-3.0x by the end of FY16.
- Despite the difficult macro environment Asciano remains committed to driving the programs introduced over the last few years including safety, people and teamwork and customer. The progress made under these programs is already shaping a cultural transformation within the organisation and are now starting to have a direct and identifiable impact of bottom line performance.



Melbourne Freight Terminal, Victoria, Pacific National



# ASCIANO ANNUAL REPORT

## DEFINITIONS

### BAPS

Bulk & Automotive Port Services

### BIP

Business Improvement Program

### Capital employed

Net assets less cash, debt, other financial assets/liabilities, tax, and intercompany accounts (for divisional ROCE), 12 months rolling

### Cash conversion (divisional)

Operating cash flow / EBITDA

### Cash conversion (group)

OCFPIT / EBITDA

### DPS

Dividend per share

### EBIT

Profit before interest and tax

### EBITDA

Profit before interest, tax, depreciation and amortisation

### EPS

Earnings per share (NPAT / weighted average number of shares outstanding)

### FY

Financial year

### Material items

Material items include continuing material items, discontinued material items and gains or losses on sale of discontinued operations

### NPAT

Net profit after tax

### OCFPIT

Operating cash flow pre interest and tax

### Operating cash flow

EBITDA plus change in net working capital plus interest paid plus tax paid

### PCP

Prior corresponding period

### PoMC

Port of Melbourne Corporation

### Revenue

Revenue and other income

### ROCE

Return on capital employed (EBIT / average capital employed) 12 months rolling

### ROE

Return on equity (NPAT and material items / Average Total Equity)

### TEU

Twenty foot equivalent unit

### TSR

Total shareholder return

### WIP

Work in progress

### 1H

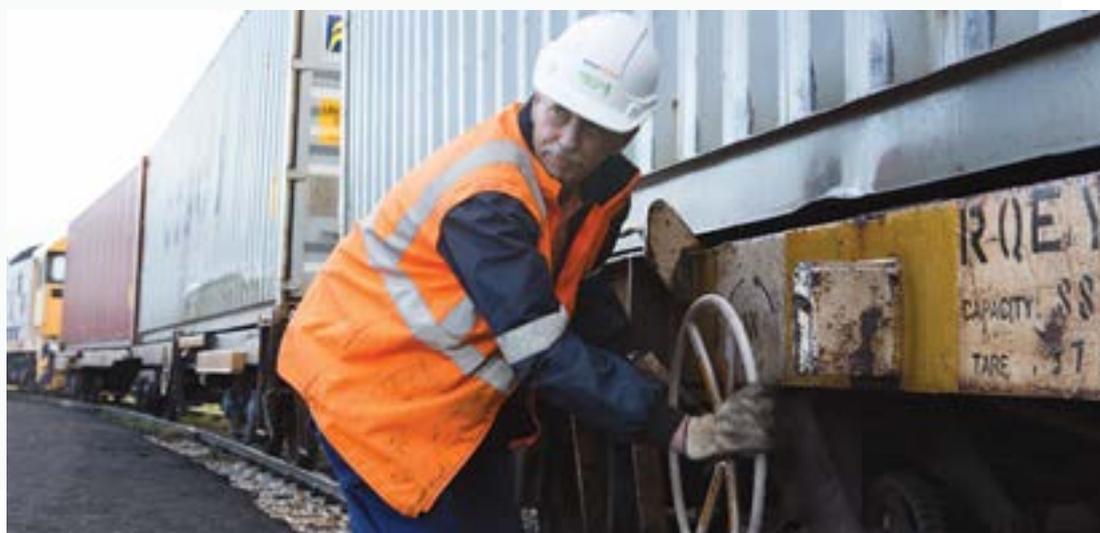
First half

### 2H

Second half



Geelong Port, Victoria, Patrick



Bathurst, New South Wales, Pacific National



East Swanson Dock, Victoria, Patrick

Our sustainability ambition is to provide sustainable logistics solutions that are economically, environmentally and socially viable. We do this by proactively managing the economic, environmental and social developments that influence our long-term value to stakeholders.

Integral to our sustainability ambition are our Values and Code of Conduct which lay out the foundations by which we operate. They drive our behaviours and the decisions that we make every day. Our policies ensure that we conduct our business ethically and with integrity and in a way that is transparent and accountable to our shareholders and the marketplace.

## MARKETPLACE

### Responsible business practices

- Excellent customer service
- Partnerships and collaboration with our customers
- Governance, ethics, cultural standards
- Create economic value
- Transparent communication and engagement

## PEOPLE

### Responsible employer

- Home Safely Every Day
- Diversity and inclusiveness
- Health and wellbeing
- Professional development
- Employee engagement

## ENVIRONMENT

### Minimising our footprint

- Minimise environmental risks
- Improve resource efficiency and reduced carbon footprint
- Minimise risk of environmental incidents

## COMMUNITY

### Connecting with our neighbours

- Appropriate community engagement programs
- Strategic community partnerships for long term shared value
- Help build sustainable communities

Our complete 2015 Sustainability Report can be viewed online at [asciano2015.reportonline.com.au](http://asciano2015.reportonline.com.au) We welcome your feedback on our sustainability reporting, approach and performance. You can email us at [sustainability@asciano.com.au](mailto:sustainability@asciano.com.au)

## Focusing on the issues that matter

This year we undertook a comprehensive materiality assessment to guide the focus for our reporting as well as inform our future strategic approach. Our assessment involved the identification and prioritisation of issues and was based on the methodology set out in the Global Reporting Initiative (GRI) guidelines. This requires consideration of the level of stakeholder concern and the current or potential impact on the business. Based on this assessment, those issues that we consider to be most material are outlined below.

| PEOPLE  | ENVIRONMENT  | COMMUNITY   | MARKETPLACE  |
|---|--|---|--|
| <b>Safety</b><br><br>Safety is one of our core values and nothing is more important to us than ensuring that our people return home safely every day.   | <b>Operational efficiency and optimisation</b><br><br>Asciano is one of the largest consumers of diesel in Australia. Improved operational efficiency and optimisation delivers reduced fuel costs, better outcomes for our customers and helps to reduce our environmental footprint. | <b>Local communities</b><br><br>We are committed to responding and engaging with the local communities within which we operate in, so that we can maintain our social licence to operate. | <b>Customers</b><br><br>Supporting our customers to succeed is at the heart of all that we do. We are committed to continuously improving our customer's experience so that we can identify, attract, retain and grow our customer base. |
| <b>Health and Wellbeing</b><br><br>Our vision is to create a future whereby practising health and wellbeing is embedded into our culture. To do this we are implementing practices that cultivate and build a work environment that improves the overall physical health, psychological and social wellbeing of our employees and their families. | <b>Climate change</b><br><br>Asciano is committed to playing its role in reducing its carbon footprint while better understanding and managing the risks that climate change may pose on the business.   |   | <b>Ethical and corporate governance</b><br><br>Maintaining a high level of corporate governance and ethical standards is integral to the long-term sustainability of our business.   |
| <b>Organisational capability</b><br><br>Our people are our greatest asset and our success relies on our ability to attract, develop and retain a high quality, diverse workforce.   | <b>Environmental management</b><br><br>Our operations can have impacts on the environment in the areas in which we operate. We seek to establish sound environmental management systems to ensure risks are appropriately managed.   |   | <b>Business continuity and resilience</b><br><br>Our enterprise-wide risk management framework helps us to reduce our exposure to risks and challenges our business may face in achieving its overall business objective.                |
|   |  |   | <b>Regulatory and government policy</b><br><br>Working with government and regulatory authorities we are seeking to optimise outcomes for the freight and logistics sector.  |

# ASCIANO ANNUAL REPORT

## SUSTAINABILITY

### Our Performance

| Our Marketplace  |                                      | FY11         | FY12         | FY13         | FY14         | FY15         |
|--|--------------------------------------|--------------|--------------|--------------|--------------|--------------|
| <b>Net Promoter Score (NPS)<sup>1</sup></b>                              |                                      | –            | –            | 6            | 18           | 20           |
| <b>Customer engagement (ACE)<sup>2</sup></b>                             |                                      | –            | –            | 78           | 81           | 80           |
| Our People   |                                      |              |              |              |              |              |
| <b>Lost Time Injury Frequency Rate (“LTIFR”)<sup>3</sup></b>             |                                      | 15.2         | 12.4         | 8.8          | 4.7          | 5            |
| <b>Recordable Injury Frequency Rate (“RIFR”)<sup>4</sup></b>             |                                      | 36.7         | 31.3         | 25           | 16.5         | 14.4         |
| <b>Senior Leadership Training (numbers attended)</b>                     |                                      | –            | –            | 205          | 274          | 222          |
| <b>Employee turnover (%)<sup>5</sup></b>                                 |                                      | 14.1         | 11.0         | 8.5          | 13.3         | 9.6          |
| Gender diversity – female representation <sup>6</sup>                    |                                      |              |              |              |              |              |
| Non-Executive Directors (%)  |                                      | –            | 14           | 14           | 13           | 13           |
| Senior executives (%)  |                                      | –            | 30           | 20           | 10           | 16           |
| All employees (%)  |                                      | –            | 9            | 10           | 10           | 11           |
| <b>Employee engagement<sup>7</sup></b>                                   |                                      | 68           | –            | 74           | –            | 73           |
| Our Environment  |                                      |              |              |              |              |              |
| Carbon emissions <sup>8</sup>  |                                      |              |              |              |              |              |
| Tonnes of carbon dioxide equivalent (tCO <sub>2</sub> e) <sup>9</sup>    |                                      | 1,124,360    | 1,157,794    | 1,243,551    | 1,247,659    | 1,216,241    |
| <b>Emissions Intensity (tCO<sub>2</sub>e / \$m revenue)<sup>10</sup></b> |                                      | 364          | 335          | 334          | 312          | 317          |
| Energy Intensity <sup>11</sup>   |                                      |              |              |              |              |              |
| <b>Pacific National</b>  | <b>GJ / m NTK<sup>12</sup></b>       | <b>280</b>   | <b>274</b>   | <b>271</b>   | <b>251</b>   | <b>239</b>   |
| Bulk   | GJ / m NTK                           | 256          | 250          | 229          | 215          | 206          |
| Intermodal   | GJ / m NTK                           | 305          | 301          | 325          | 307          | 295          |
| <b>Bulk &amp; Auto Port Services</b>                                     | <b>GJ / \$m revenue<sup>13</sup></b> | <b>1,814</b> | <b>1,814</b> | <b>1,570</b> | <b>1,514</b> | <b>1,673</b> |
| Autocare   | GJ / vehicle carried                 | 0.74         | 0.83         | 0.78         | 0.74         | 0.69         |
| Bulk Port Services <sup>14</sup>   | GJ / \$m revenue                     | 471          | 397          | 269          | 384          | 510          |
| C3   | GJ / \$m revenue                     | –            | –            | 2,238        | 2,125        | 2,067        |
| <b>Terminals &amp; Logistics</b>   | <b>GJ / TEU<sup>15</sup></b>         | <b>0.45</b>  | <b>0.34</b>  | <b>0.34</b>  | <b>0.34</b>  | <b>0.33</b>  |
| <b>Significant environmental incidents<sup>16</sup></b>                  |                                      | –            | 2            | 1            | 1            | 0            |
| <b>Environmental notices received</b>                                    |                                      | –            | 1            | 4            | 2            | 2            |
| Efficiency   |                                      |              |              |              |              |              |
| Energy consumption   | MWh / FTE <sup>17</sup>              | 578          | 562          | 523          | 519          | 537          |
| Fuel efficiency  |                                      |              |              |              |              |              |
| Rail   | L / mNTK <sup>18</sup>               | 7,077        | 6,823        | 6,794        | 6,241        | 5,921        |
| Road   | L / km <sup>19</sup>                 | 0.20         | 0.22         | 0.18         | 0.19         | 0.18         |
| Our Community  |                                      |              |              |              |              |              |
| <b>Community Complaints<sup>20</sup></b>                                 |                                      |              |              | 174          | 726          | 613          |
| NSW  |                                      |              |              | 169          | 709          | 573          |
| QLD  |                                      |              |              |              | 6            | 7            |
| SA   |                                      |              |              | 2            | 6            | 10           |
| VIC  |                                      |              |              | 3            | 5            | 22           |
| WA   |                                      |              |              |              |              | 1            |
| <b>Community Investment<sup>21</sup></b>                                 |                                      |              |              |              |              |              |
| Total (\$)   |                                      | –            | –            | 283,708      | 343,911      | 592,273      |

- Net Promoter Score is a universal tool used to measure customer loyalty/advocacy, based on the premise that every company's customers can be grouped into 3 categories: "Promoters", "Passives" (satisfied but not enthusiastic and can easily be wooed by competitors) and "Detractors" (unhappy customers trapped in a bad relationship).
- Actionable Customer Engagement is determined through a customer survey conducted by external consultants using Market Intelligence Co. Methodology.
- Lost time injuries (LTIs) per one million hours worked. An LTI is a work-related injury or shift being lost after the day on which the injury or illness occurred, incurred by employees and contractors in all businesses within Asciano's operational control across Australia and New Zealand.
- Recordable injury frequency rate (RIFR) represents the number of medical survey injuries (MTIs) and lost time injuries (LTIs) per million hours worked. An MTI is a work-related injury or illness that requires treatment by a medical practitioner and does not result in lost time but can result in restriction of work duties, incurred by employees and contractors in all businesses within Asciano's operational control across Australia and New Zealand.
- Turnover figures include full-time and part-time employees only. FY14 turnover exclude C3 (New Zealand & Australia); FY15 turnover includes C3 New Zealand but excludes C3 Australia due to unavailable data.
- Gender diversity does not include contractors. FY13 Gender diversity figures exclude C3 due to unavailable data.
- The employee engagement score is determined through a voluntary employee survey conducted internally using Towers Watson's licensed survey methodology.
- Carbon emissions calculated according to the National Greenhouse Accounts Factors 2013 (AUS) and Voluntary Greenhouse Gas Reporting Emission Factors 2011 (NZ). FY11 is the chosen base year as sustainability data collection commenced from this year.
- Total includes Scope 1 (CO<sub>2</sub>, CH<sub>4</sub>, and N<sub>2</sub>O) and Scope 2 (CO<sub>2</sub>) emissions. Scope 1 excludes biogenic CO<sub>2</sub> emissions.
- Emissions Intensity includes Scope 1 (CO<sub>2</sub>, CH<sub>4</sub>, and N<sub>2</sub>O) and Scope 2 (CO<sub>2</sub>) emissions.
- Energy intensity ratio includes energy consumed only within the organisation. Energy intensity includes Scope 1 (CO<sub>2</sub>, CH<sub>4</sub>, and N<sub>2</sub>O) and Scope 2 (CO<sub>2</sub>) emissions.
- Gigajoules per million net tonne kilometres.
- Gigajoules per million dollar revenue. Changes in Bulk and Automotive Port Services energy intensity due to acquisitions of C3 (FY13) and Mountain Industries (FY14).
- Increase in energy intensity from FY14 due to acquisition of Mountain Industries with increased road-based transportation.
- Gigajoules per twenty-foot equivalent unit.
- All environmental incidents are reported through our incident reporting system, where they are investigated to determine the root cause to avoid potential future reoccurrences. Asciano reports environmental incidents based on five levels: 1-Critical, 2-Major, 3-Moderate, 4-Minor, 5-Insignificant. Significant environmental incidents are classified as incidents that have caused a Critical (likely to permanently impair Asciano's business and employees) or Major (major disruption to or lasting impact) environmental impact within Asciano's operational control.
- Megawatt hours per full time equivalent employee.
- Litres per million net tonne kilometres.
- Litres per kilometre.
- Complaints are grievances about impacts on society which are recorded by our incident reporting system that relate to our operations. FY11 and FY12 complaints data unavailable. Increased numbers from FY14 are due to a new system that captures complaints more effectively.
- FY11 and FY12 community investment data unavailable. FY13 and FY14 community investment excludes C3 contributions; FY15 community investment includes C3 and additional contributions such as fundraising which are not reported in Asciano's financial systems.

## Our Highlights

### MARKETPLACE

We have a large number of customers of various sizes across our Group, all of who are extremely important to Asciano. Our aim is to continually improve our customer service levels by listening to our customer's feedback and implementing programs to support their long term success.

#### MARKETPLACE PERFORMANCE HIGHLIGHTS

- ACE score of 80
- EBIT = 711.5

### NET PROMOTER SCORE

**20**  
UP 14 POINTS  
SINCE FY13

### PEOPLE

We strive to create an environment where our people can come to work, feel safe, valued and have the equipment and support to do the best job that they can.

#### PEOPLE PERFORMANCE HIGHLIGHTS

- 67% reduction in LTIFR since FY11
- Nearly 2000 employees participated in safety cultural change program
- Over 2,500 employees attended R U OK day events
- 400 people managers participated in Manager Essentials training

**67% REDUCTION IN LTIFR**  
SINCE FY11

### IMPROVEMENT IN RAIL ENERGY EFFICIENCY BY

**16%**  
SINCE FY11

### ENVIRONMENT

We have a responsibility to minimise our environmental footprint. We identify our material risks and allocate the resources to ensure these risks are appropriately managed. We continue to invest and modernise our fleet and equipment to improve efficiency which helps to reduce our fuel usage.

#### ENVIRONMENTAL PERFORMANCE HIGHLIGHTS

- No significant environmental incidents reported for the FY
- 1,216,241 tonnes CO<sub>2</sub>e. 13% decrease in emissions intensity since FY11 relative to revenue.

### COMMUNITY

We are committed to connecting with our local communities and maintaining our social license to operate.

#### COMMUNITY PERFORMANCE HIGHLIGHTS

- 16% decrease in community complaints since FY14

**72% INCREASE  
IN COMMUNITY  
CONTRIBUTIONS SINCE FY14**

# SENIOR LEADERSHIP TEAM



John Mullen



Lyndall Stoyles



Alexandra Badenoch



David Irwin



Roger Burrows



Murray Vitlich



Saul Cannon

## JOHN MULLEN

### Chief Executive Officer and Managing Director

John was appointed Chief Executive Officer on 14 February 2011 and Managing Director on 1 April 2011. John was previously the Global Chief Executive Officer of DHL Express from 2006 to 2009 and Joint Chief Executive Officer in 2005. Prior to that, John had held several senior positions with DHL Express Asia Pacific, TNT Group, Compagnie Internationale de Restauration and Nacap BV.

John is a Non-Executive Director of Telstra Corporation Limited, and prior to joining Asciano he was a Non-Executive Director at both Brambles Limited, and MAp Airports Limited.

## ALEXANDRA BADENOCH

### Director, Human Resources, Corporate Affairs and Customer

Alexandra joined Asciano in May 2011 and has more than 15 years of experience in senior international and domestic human resources roles. Alexandra held the position of Executive Director of Organisational Development and Talent at Telstra, where her role was responsible for a direct workforce of 43,000 employees throughout Australia, Asia, the United States and Europe.

Alexandra was previously Human Resources Director (Asia Pacific) for Novell and General Manager for Organisational Effectiveness at Coles Myer.

## ROGER BURROWS

### Chief Financial Officer

Roger joined the Asciano Senior Leadership Team as Chief Financial Officer on 18 February 2013.

Roger has more than 25 years of experience in finance across a diverse range of industries including property, financial services, IT services, professional services and manufacturing. Most recently, Roger was Chief Financial Officer of Perpetual Limited for five years and was previously Group Chief Financial Officer at Lend Lease Group.

Roger remains active in the broader finance community as a member of the Australian Government's Financial Reporting Council, a National Executive Member of the Group of 100 and Chairman of the University of Technology Bachelor of Accounting Program.

## SAUL CANNON

### Director, Strategy and Business Development

Saul joined Asciano in July 2007 as Group General Counsel and was appointed as Company Secretary in June 2014, in addition to his existing responsibilities. Saul was appointed to his current role on 1 September 2014.

Prior to joining Asciano, Saul held the position of General Counsel – Mergers & Acquisitions and Telstra Asia at Telstra. He was the lead Telstra lawyer on T3, the A\$15.5 billion sale by the Commonwealth of its remaining shareholding in Telstra. During his nine years at Telstra, Saul also worked in a number of different business areas, including three years as General Counsel and Company Secretary of TelstraClear Limited, Telstra's New Zealand business.

Prior to joining Telstra, Saul worked for leading Australian law firm King & Wood Mallesons (then Mallesons Stephen Jaques). In 2014, Saul completed the Advanced Management Program (AMP) at Harvard Business School in Boston.

## LYNDALL STOYLES

### Group General Counsel and Company Secretary

Lyndall joined Asciano in 2010 as Senior Legal Counsel for the Patrick businesses. Lyndall was appointed as Group General Counsel and Company Secretary on 1 September 2014.

Prior to joining Asciano, Lyndall spent 14 years with Clayton Utz advising on competition, commercial and corporate law issues in a broad range of industries, including advising on the competition and regulatory issues associated with the creation of the Pacific National business and advising clients on competition and commercial issues in the media, telecommunications, rugby and racing industries.

## DAVID IRWIN

### Director, Pacific National

David was appointed as Director, Pacific National Coal in April 2008 and, following the integration of Pacific National's Rail and Coal divisions, as Director, Pacific National in February 2014.

David joined Pacific National in 2003 with management accountabilities for the commercial, logistics and customer aspects of the Coal business. David has more than 20 years of experience working in the Australian coal and rail industries – primarily in management, commercial, financial, procurement, logistics, leadership and operational roles.

Prior to this, David played a key role in the establishment of the Hunter Valley Coal Chain Logistics Team while working in the role of Manager Planning at Port Waratah Coal Services.

## MURRAY VITLICH

### Director, Patrick

Murray joined Asciano in February 2012 as the Director of Strategy and Business Development. Murray has a breadth of experience across operational leadership, business development and financial roles, with over 25 years of experience in various industrial sectors including rail, engineering services and forestry. Most recently, Murray held the role of Chief Executive Officer and Managing Director for Water Resources Group.

During the period 2006 to 2008, Murray held a number of senior roles with UGL Limited, including the role of Chief Operating Officer. Murray was previously the Chief Executive Officer of the Australian Railroad Group and held a number of senior roles across various Wesfarmers Limited divisions during his 15 year career with that company.

# BOARD OF DIRECTORS



Malcolm Broomhead



John Mullen



Chris Barlow



Bob Edgar



Peter George



Shirley In't Veld



Geoff Kleemann



Ralph Waters

## **MALCOLM BROOMHEAD**

### **Chairman and Independent Non-Executive Director**

Malcolm is regarded as one of Australia's most experienced Board members and brings his significant expertise to the Asciano Board. He was previously Managing Director and Chief Executive Officer of Orica and is currently a Non-Executive Director of BHP Billiton Ltd and BHP Billiton Plc.

## **CHRIS BARLOW**

### **Independent Non-Executive Director**

Chris has held a broad range of senior leadership roles through the transport infrastructure industry. He was previously Managing Director and Chief Executive Officer of Australia Pacific Airports Corporation prior to joining Asciano, and is currently Chairman of Northern Territory Airports Pty Ltd and Melbourne Convention Bureau Ltd.

## **PETER GEORGE**

### **Independent Non-Executive Director**

Peter brings his extensive experience in corporate strategy and finance to his role as a Non-Executive Director of Asciano. He is currently Managing Director of PMP Limited and was previously Managing Director of B Digital Limited and Executive Director of Strategy and Policy for Cable and Wireless Optus Limited.

## **GEOFF KLEEMANN**

### **Independent Non-Executive Director**

Geoff is on the Board of Transfield Services and has enjoyed a long and successful career in the finance discipline, including time as Chief Financial Officer at organisations as diverse as Crown Limited, Publishing & Broadcasting Limited and Woolworths Limited.

## **JOHN MULLEN**

### **Chief Executive Officer and Managing Director**

John was appointed Chief Executive Officer on 14 February 2011 and Managing Director on 1 April 2011. John was previously the Global Chief Executive Officer of DHL Express. John is a Non-Executive Director of Telstra Corporation Limited, and prior to joining Asciano he was a Non-Executive Director at both Brambles Limited and MAp Airports Limited.

## **BOB EDGAR**

### **Independent Non-Executive Director**

Bob's significant financial experience culminated in his most recent role as Deputy Chief Executive Officer of ANZ Banking Group. Bob is a Director of Transurban Group Ltd and Linfox Armaguard. Bob is also Chairman of Prince Henry's Institute of Medical Research and was the Chairman of Federation Limited from 2011 to 2015.

## **SHIRLEY IN'T VELD**

### **Independent Non-Executive Director**

Shirley was Managing Director of Verve Energy – Western Australia's largest energy generator – until April 2012. A lawyer by background, Shirley has a range of experience across corporate leadership roles. Shirley is on the boards of the CSIRO, Duet Company Limited, Perth Airport Pty Ltd and Juniper Uniting Church Aged Care. Shirley is also a member of both the SMART Infrastructure Advisory Council and a council member of the Australian Institute of Company Directors in Western Australia.

## **RALPH WATERS**

### **Independent Non-Executive Director**

Ralph is the newest member of the Asciano Board of Directors and has significant experience across a diverse range of industries. Ralph was Chairman and a Director of Woolworths Limited and was CEO, Director and Chairman of Fletcher Building Limited. In the past, Ralph was Director and Chairman of Fisher and Paykel Appliances Holdings Limited, a Director of Fonterra Co-operative Group Limited and a Director of Westpac New Zealand Limited.

*All Directors' full professional biographies are available in the Directors' report*

FINANCIAL REPORT  
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The Directors present their report, together with the financial report of Asciano Limited ("Company" or "Parent") and its controlled entities (collectively referred to as "Asciano" or "the Group") and the auditor's report thereon, for the year ended 30 June 2015.

## 1. Directors

The Directors of Asciano Limited at any time during or since the end of the financial year were as follows:

| Name, qualifications and independence status   | Age | Experience, special responsibilities and other directorships  |
|--|-----|---|
| <b>Malcolm Broomhead</b><br>BE, MBA<br>Chairman and Independent Non-Executive Director | 63  | <p>Mr Malcolm Broomhead was appointed as a Non-Executive Director of Asciano Limited on 22 September 2009 and was appointed Chairman of the Board in October 2009. Mr Broomhead is Chairman of the Nomination and Succession Planning Committee.</p> <p>Mr Broomhead was Managing Director ("MD") and Chief Executive Officer ("CEO") of Orica Limited ("Orica") from 2001 until September 2005. Prior to joining Orica, Mr Broomhead held a number of senior positions at North Limited including as MD and CEO.</p> <p>Mr Broomhead is also a Non-Executive Director of BHP Billiton Ltd and BHP Billiton Plc (appointed March 2010) and was a Non-Executive Director of Coates Hire Limited until his resignation on 29 July 2013. He is a Director of the Walter and Eliza Hall Institute, Chairman of Kilfinan Australia and a member of the Advisory Board of Opportunity International (Australia).</p> <p>Mr Broomhead holds a Bachelor of Engineering and an MBA from the University of Queensland.</p>  |
| <b>John Mullen</b><br>BSc<br>CEO   | 60  | <p>Mr John Mullen was appointed CEO of Asciano Limited on 14 February 2011 and as MD on 1 April 2011.</p> <p>Mr Mullen has extensive experience within the transport and logistics arena, most recently as the Global CEO of DHL Express from 2006 to 2009 and Joint CEO in 2005. Prior to this, he was CEO of DHL Express Asia Pacific and held senior positions within the TNT Group for 10 years.</p> <p>Previously, Mr Mullen held various general management positions in TNT Limited, Compagnie Internationale de Restauration and NACAP BV, Delft, Holland.</p> <p>Mr Mullen is a Non-Executive Director of Telstra Corporation Limited ("Telstra") (appointed July 2008) and, prior to joining Asciano, was also a Non-Executive Director of Brambles Ltd and MAp Airports Ltd.</p> <p>Mr Mullen holds a Bachelor of Science from the University of Surrey, UK.</p>   |
| <b>Chris Barlow</b><br>BSc (Hons), CE<br>Independent Non-Executive Director            | 69  | <p>Mr Chris Barlow joined Asciano Limited as a Non-Executive Director on 15 June 2007. Mr Barlow is Chairman of the Remuneration Committee and is a member of the Nomination and Succession Planning Committee and the Sustainability Committee.</p> <p>Mr Barlow has held a range of senior roles in the transport infrastructure industry for many years. He was the MD and CEO of Australia Pacific Airports Corporation, the operator of Melbourne and Launceston Airports.</p> <p>Mr Barlow has over 30 years' experience in the infrastructure industry, having joined BAA Limited (formerly British Airports Authority) as an Engineering Project Manager. He held a number of senior management positions within BAA managing airports and as Development Director was responsible for the A\$1.5 billion business development program of the BAA Group.</p> <p>Mr Barlow is currently Chairman of Northern Territory Airports Pty Limited and Melbourne Convention Bureau Limited. He is also a senior adviser on airports worldwide to IFM Investors.</p> <p>Mr Barlow is a Chartered Engineer and holds a Bachelor of Science with Honours in Engineering from the University of London, UK.</p> |
| <b>Dr Robert Edgar</b><br>BEc (Hons), PhD<br>Independent Non-Executive Director        | 69  | <p>Dr Robert Edgar was appointed by the Board of Directors of Asciano Limited as a Non-Executive Director on 22 September 2009. Dr Edgar is a member of the Audit and Risk Committee, the Remuneration Committee and the Nomination and Succession Planning Committee.</p> <p>Dr Edgar retired from a successful career at the ANZ Banking Group ("ANZ") spanning more than 25 years, where his most recent role was as Deputy CEO.</p> <p>Before joining ANZ, Dr Edgar held senior positions with the Australian Bankers' Association, and prior to that he worked at the Reserve Bank of Australia. Dr Edgar is a Director of Transurban Group Limited (appointed October 2009), Djerriwarrh Investments Limited (appointed March 2015) and Linfox Armaguard. Dr Edgar is also Chairman of the Prince Henry's Institute of Medical Research and was the Chairman of Federation Limited (formerly Centro Retail Limited) from 2011 to 2015.</p> <p>Dr Edgar holds a Bachelor of Economics with Honours from the University of Adelaide and a PhD from Ohio State University, USA.</p>  |

## DIRECTORS' REPORT

For the year ended 30 June 2015

### 1. Directors (continued)

| Name, qualifications and independence status  | Age | Experience, special responsibilities and other directorships   |
|---|-----|--|
| <b>Peter George</b><br>BCom, LLB<br>Independent Non-Executive Director                | 62  | <p>Mr Peter George was appointed as a Non-Executive Director of Asciano Limited on 5 March 2007. He is a member of the Audit and Risk Committee, the Nomination and Succession Planning Committee and the Sustainability Committee.</p> <p>Mr George is currently MD of PMP Limited, having been a Non-Executive Director with PMP Limited from 2002 until his appointment as MD in 2012. He is an experienced Executive and Non-Executive Director specialising in corporate strategy and finance including acquisitions, divestments, company refinancing and turnarounds.</p> <p>Mr George was a Non-Executive Director of Optus Communications from 1994 to 1998. He was the former MD of B Digital Limited from 2004 to 2006 and Executive Director of Strategy and Policy for Cable and Wireless Optus Limited from 1998 to 2002.</p> <p>Mr George holds a Bachelor of Commerce and a Bachelor of Laws from the University of New South Wales.</p>   |
| <b>Shirley In't Veld</b><br>BCom, LLB (Hons)<br>Independent Non-Executive Director    | 60  | <p>Ms Shirley In't Veld was appointed as a Non-Executive Director of Asciano Limited on 1 November 2010. She is the Chair of the Sustainability Committee and a member of the Nomination and Succession Planning Committee.</p> <p>Ms In't Veld was CEO of Verve Energy, Vice President Primary Business Development with Alcoa, and prior to that she was the CEO of Alcoa Australia Rolled Products.</p> <p>Ms In't Veld has also held senior legal, commercial and marketing positions with WMC Resources Ltd, Bond Corporation and Bankwest and has been a board member of Alcoa of Australia.</p> <p>Ms In't Veld is a board member of CSIRO, a director of Duet Company Limited (appointed August 2013), Perth Airport Pty Ltd (appointed September 2013), Juniper Uniting Church Aged Care and is a council member of the AICD in Western Australia.</p> <p>Ms In't Veld received her Bachelor of Laws (Hons) and Bachelor of Commerce from the University of Melbourne.</p>  |
| <b>Geoff Kleemann</b><br>CA<br>Independent Non-Executive Director                     | 66  | <p>Mr Geoff Kleemann was appointed by the Board of Directors of Asciano Limited as a Non-Executive Director on 22 September 2009. Mr Kleemann is Chairman of the Audit and Risk Committee and a member of the Remuneration Committee and the Nomination and Succession Planning Committee.</p> <p>Mr Kleemann had a long career as a senior executive in a listed company environment as Chief Financial Officer ("CFO") at Crown Limited, Publishing &amp; Broadcasting Limited and Woolworths Limited. In September 2014 he was appointed a director of Transfield Services.</p> <p>Mr Kleemann has a chartered accounting background, commencing his career with Deloitte and working there for a number of years before becoming Chief Accountant at Industrial Equity Limited and Finance Director at Pioneer International.</p>  |
| <b>Ralph Waters</b><br>M Bus, CPEng, HonFIEAust<br>Independent Non-Executive Director | 66  | <p>Mr Ralph Waters was appointed by the Board of Directors of Asciano Limited as a Non-Executive Director on 23 August 2012. Mr Waters is a member of the Nomination and Succession Planning Committee and the Sustainability Committee.</p> <p>Mr Waters was a Director and Chairman of Woolworths Limited (appointed 2011 and retired 1 September 2015). Mr Waters was CEO, Director and Chairman of Fletcher Building Limited (appointed 2001 and retired October 2014). In the past, Mr Waters was Director and Chairman of Fisher and Paykel Appliances Holdings Limited from 2001 to 2011, a Director of Fonterra Co-operative Group Limited from 2006 to 2013 and a Director of Westpac New Zealand Limited from 2006 to 2012.</p> <p>Mr Waters has had extensive experience in the Australasian building products industry, including as MD of Email Limited and as CEO of Fletcher Building Limited, as well as engineering and management experience in London and the Middle East.</p> <p>Mr Waters has a Master of Business from Curtin University of Technology, is a Chartered Professional Engineer and an Honorary Fellow of the Institution of Engineers Australia.</p> |

## 2. Legal framework

Asciano shares are listed on the Australian Securities Exchange ("ASX").

## 3. Group General Counsel and Company Secretary

Lyndall Stoyles, DipLaw and LLM, University of Sydney

Ms Lyndall Stoyles joined Asciano in 2010 as Senior Legal Counsel for the Patrick businesses.

Ms Stoyles was appointed as Group General Counsel and Company Secretary on 1 September 2014.

Prior to joining Asciano, Ms Stoyles spent 14 years with Clayton Utz advising on competition, commercial and corporate law issues in a broad range of industries, including advising on the competition and regulatory issues associated with the creation of the Pacific National business and advising clients on competition and commercial issues in the media, telecommunications, rugby and racing industries.

## 4. Directors' meetings

The number of Directors' meetings (including meetings of Committees of Directors) and the number of meetings attended by each of the Directors during the 2015 financial year were as follows:

| Director          | Board |   | Audit and Risk Committee |   | Remuneration Committee |   | Nomination and Succession Planning Committee |   | Sustainability Committee |   |
|-------------------|-------|---|--------------------------|---|------------------------|---|--|---|--------------------------|---|
|                   | A     | B | A                        | B | A                      | B | A  | B | A                        | B |
| Malcolm Broomhead | 7     | 7 | –                        | – | –                      | – | 4  | 4 | –                        | – |
| John Mullen       | 7     | 7 | –                        | – | –                      | – | –  | – | –                        | – |
| Chris Barlow      | 7     | 7 | –                        | – | 6                      | 6 | 4  | 4 | 4                        | 4 |
| Robert Edgar      | 7     | 7 | 4                        | 4 | 6                      | 5 | 4  | 3 | –                        | – |
| Peter George      | 7     | 7 | 4                        | 4 | –                      | – | 4  | 3 | 4                        | 4 |
| Shirley In't Veld | 7     | 7 | –                        | – | –                      | – | 4  | 4 | 4                        | 4 |
| Geoff Kleemann    | 7     | 7 | 4                        | 4 | 6                      | 6 | 4  | 4 | –                        | – |
| Ralph Waters      | 7     | 7 | –                        | – | –                      | – | 4  | 4 | 4                        | 4 |

A – Number of meetings eligible to attend.

B – Number of meetings attended.

## 5. Corporate governance statement

The Company's Corporate governance statement, which outlines Asciano's main corporate governance practices in place for the 2015 financial year, may be accessed from the Company's website at <http://asciano.com.au/p/corporate-governance-and-policies>.

The Board believes that Asciano's corporate governance framework and policies comply with corporate governance best practice in Australia, including the 3rd edition of the ASX Governance Council's Corporate Governance Principles and Recommendations ("ASX Principles").

## 6. Introduction to executive remuneration – unaudited

The “Introduction to executive remuneration – unaudited” outlines Asciano’s remuneration framework, how it relates to the Company’s performance and the actual remuneration derived by executives in the 2015 financial year. This section is unaudited and should be read together with the full Remuneration report on pages 61 to 77, which provides audited disclosure of the remuneration structure of the Company in accordance with statutory obligations.

### 6.1 Committee Chairman’s letter

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Dear Shareholder

Once again it gives me pleasure to present the Remuneration report for the Asciano Group, for the 2015 financial year.

Our remuneration framework aligns the pay of our key managers to our core strategy and the level of Company performance that drives value for you, our stakeholders. The established framework is well understood and working effectively. After conducting a detailed review of our rewards framework this year, there will be no material changes for the 2016 financial year.

The Board believes the fundamental measures of success, which in turn drive up shareholder value remain in year on year improvements in earnings, customer service, and safety, together with specific targets for each part of the business. We continue to base our Short Term Incentive (“STI”) Plan on the results of these measures.

Each of our businesses is measured separately and the Key Management Personnel (“KMP”) responsible for each business have their STI determined on a combination of the results of that business and the overall consolidated Group results.

How did we perform this year?

Firstly, underlying earnings before interest and tax (“EBIT”) increased by 9.7%. This result met our target set for this year. This was despite a year on year reduction in Group revenue as a result of the sluggish economy. Management achieved this excellent result by delivering significant additional efficiencies in our businesses which resulted in substantial reductions in our cost base. At a Group level, EBIT is weighted at 50% of our balanced scorecard and as we delivered above target, 102% performance against our goal was achieved.

Secondly, safety. Whilst our performance continues to improve and the threshold level of performance was achieved, we recognise this is an area where we need to continue to focus. Safety is weighted at 15% of our STI scorecard and we achieved an 85% performance against our target.

This year we had a comprehensive analytical measure of customer service which we could compare to the prior year. This showed some variable results and, although some lines of business achieved target, others didn’t, and at a Group level no payment was made.

In relation to our focus on longer term improvement, achieving an appropriate return on capital employed (“ROCE”); ensures we continue to use our capital intensive assets to create value and to only invest when this criterion is met. You will see that our capital program is reducing now that the majority of our businesses have invested in efficient and well maintained equipment.

This puts the Company in a strong position for future growth. Because of this one measure for our Long Term Incentive (“LTI”) Plan remains to achieve a target ROCE. The returns we generate for shareholders is our second LTI measure and for this we continue to use relative total shareholder return (“TSR”). Our LTI operates over a three to four year period and you can see the latest forecasts in this report.

We strive to continually improve our Remuneration report and although it remains somewhat lengthy, this is mainly due to mandatory regulatory information we are required to provide. However, I hope you are able to get a clear picture of how our key people were remunerated this year.

Yours faithfully



Chris Barlow  
Chairman, Asciano Remuneration Committee

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**6.2 Remuneration framework and link to performance for the 2015 financial year**

In the 2012 financial year, Asciano implemented a remuneration framework to strengthen alignment between Asciano’s recognised “key drivers” of business success and executive remuneration. The framework has continued to apply in the 2015 financial year.

Each year, we review both our strategy and the ongoing alignment of our STI and LTI measures to support the achievement of our goals. This year, we set aspirational growth targets in a challenging market environment. These targets have largely been met and, as a result, there have been STI payment results between threshold and target for most of our executive team.

The connection between business and remuneration outcomes for the 2015 financial year is demonstrated in the table below and will continue in the 2016 financial year:

| Driver of success  | How this driver is recognised in the Asciano remuneration program  |
|--|--|
| Strong financial success   | STI – Inclusion of EBIT measure as 50% of potential STI  |
| Ensuring that our employees get home safely every day  | STI – Inclusion of safety improvement measure as 15% of potential STI  |
| Delivering outstanding service to our customers  | STI – Inclusion of customer satisfaction measure as 15% of potential STI   |
| Ensuring that our employees achieve their full potential and the goals that are set for them | STI – Individual performance goals constitute 20% of potential STI   |
| Ensuring that our employees’ interests are aligned with those of our shareholders            | STI – A mandatory deferral component in the STI Plan that requires up to 25% of the STI opportunity to be deferred into rights to the Company’s shares |
| Running our assets as efficiently and profitably as possible                                 | LTI – Inclusion of ROCE as a performance hurdle in the LTI Plan  |
| Increasing shareholder wealth  | LTI – Inclusion of relative TSR as a performance hurdle in the LTI Plan  |

**6.3 Take home pay of the Chief Executive Officer and other executives for the year ended 30 June 2015**

The following unaudited table is a voluntary disclosure of the actual remuneration of Asciano’s CEO and other continuing KMP, i.e. the gross salary package and actual incentives earned in the 2015 financial year including the value of any deferred STI and LTI that vested during the year. The full statutory remuneration table (which is prepared in accordance with the accounting standards) can be found on page 71.

## DIRECTORS' REPORT

For the year ended 30 June 2015

### 6. Introduction to executive remuneration – unaudited (continued)

| 2015 total remuneration components \$               | Fixed annual remuneration <sup>1</sup> | Current year short-term incentive <sup>2</sup> | Prior year short-term incentive <sup>3</sup> | Vested short-term rights <sup>4</sup> | Vested long-term options <sup>5</sup> | Total     | Take home pay – Cash component | Performance related remuneration <sup>6</sup> |
|---|--|--|--|---------------------------------------|---------------------------------------|-----------|--------------------------------|---|
| <b>Executive Director</b>                           |  |  |  |                                       |                                       |           |                                |   |
| <b>John Mullen</b>                                  |  |  |  |                                       |                                       |           |                                |   |
| <b>CEO</b>  | 1,913,617                              | 1,327,950                                      | 505,773                                      | 457,939                               | 27,874                                | 4,233,153 | 3,747,340                      | 55%   |
| <b>Executives</b>                                   |  |  |  |                                       |                                       |           |                                |   |
| <b>Roger Burrows</b>                                |  |  |  |                                       |                                       |           |                                |   |
| <b>CFO</b>  | 804,123                                | 360,975  | 105,950                                      | 60,022                                | –                                     | 1,331,070 | 1,271,048                      | 40%   |
| <b>Alistair Field<sup>7</sup></b>                   |  |  |  |                                       |                                       |           |                                |   |
| <b>Director Terminals &amp; Logistics</b>           | 684,500                                | 389,400  | 85,318                                       | 70,787                                | 6,667                                 | 1,236,672 | 1,159,218                      | 45%   |
| <b>David Irwin</b>                                  |  |  |  |                                       |                                       |           |                                |   |
| <b>Director Pacific National</b>                    | 954,123                                | 352,875  | 104,941                                      | 92,028                                | 12,593                                | 1,516,560 | 1,411,939                      | 37%   |
| <b>Murray Vitlich<sup>8</sup></b>                   |  |  |  |                                       |                                       |           |                                |   |
| <b>Director Bulk &amp; Automotive Port Services</b> | 570,208                                | 243,562  | 81,722                                       | 57,381                                | –                                     | 952,873   | 895,492                        | 40%   |

1. Fixed annual remuneration ("FAR") is based on current gross salary package, which includes base salary, superannuation contributions and the value of non-salary benefits provided to the executive (inclusive of all applicable taxes). This amount differs from the sum of the salary and fees, non-monetary benefits and superannuation in section 7.5 of this Directors' report because it does not include the value of accrued leave.

2. Current year STI amount represents the actual STI to be paid in October 2015 consisting of 75% cash component for the 2015 financial year.

3. Prior year STI amount represents the remaining 12.5% deferred STI for the 2013 financial year and the initial 12.5% deferred STI tranche for the 2014 financial year that ceased to be restricted in September 2015. The remaining 12.5% deferred STI for the 2014 financial year and 25% deferred for the 2015 financial year will remain restricted until future financial years.

4. Tranche B of the STI rights granted during the 2013 financial year vested on 2 September 2014, and Tranche A of the STI rights granted during the 2014 financial year vested on 1 September 2014.

5. Options granted in 2011 and subject to a TSR performance hurdle were initially tested on 1 July 2013 when 52% vested, these options were retested on 1 July 2014 and an additional 10% vested.

6. Excludes non-monetary benefits to show actual cash earnings of each executive for the 2015 financial year.

7. Mr Alistair Field resigned as Director Terminals & Logistics on 22 June 2015. On cessation of his employment his STI rights will vest and LTI rights will be forfeited.

8. Mr Vitlich commenced as Director, Bulk & Automotive Port Services on 1 September 2014. Total remuneration is provided for the period from 1 September 2014 to 30 June 2015.

There are no vested long-term rights in the above table as rights granted in 2012 and subject to a TSR performance hurdle were retested on 1 July 2015 and none vested. Rights granted in 2013 and subject to both the ROCE and TSR hurdles were tested on 1 July 2015 and none vested. The 2013 rights subject to the TSR hurdle will be retested on 1 July 2016.

## 7. Remuneration report – audited

The information provided in the Remuneration report has been audited as required by section 308 (3C) of the *Corporations Act 2001*.

An overview of the elements of remuneration is set out in the table below. A more detailed discussion of each element is contained in this Remuneration report.

| Elements of remuneration  |   | Directors     |             | Executives  |
|---------------------------|---|---------------|-------------|-------------|
|                           |   | Non-Executive | Executive   |             |
| Fixed annual remuneration | Fees                                    | ✓ (page 69)   | ✗           | ✗           |
|                           | Salary                                  | ✗             | ✓ (page 63) | ✓ (page 63) |
| At-risk remuneration      | STI                                     | ✗             | ✓ (page 64) | ✓ (page 64) |
|                           | LTI                                     | ✗             | ✓ (page 66) | ✓ (page 66) |
| Post-employment           | Superannuation                          | ✓ (page 69)   | ✓ (page 63) | ✓ (page 63) |
|                           | Notice periods and termination benefits | ✗             | ✓ (page 69) | ✓ (page 69) |

### 7.1 Key Management Personnel

This Remuneration report outlines the remuneration arrangements in place for the KMP of Asciano, which comprise all Directors (Executive and Non-Executive) as well as those executives who have authority and responsibility for planning, directing and controlling the activities of Asciano. In this Remuneration report, “executives” refers to the KMP including the CEO but excluding Non-Executive Directors.

The following were KMP of Asciano during the 2015 financial year and unless otherwise indicated were KMP for the entire year:

| Executive Director          |  | Non-Executive Directors |                          |
|-----------------------------|--|-------------------------|--------------------------|
| John Mullen                 | CEO                                      | Malcolm Broomhead       | Chairman (Non-Executive) |
| <b>Other executives</b>     |  | Chris Barlow            | Non-Executive Director   |
| Roger Burrows               | CFO                                      | Robert Edgar            | Non-Executive Director   |
| Alistair Field <sup>1</sup> | Director Terminals & Logistics           | Peter George            | Non-Executive Director   |
| David Irwin                 | Director Pacific National                | Shirley In't Veld       | Non-Executive Director   |
| Murray Vitlich <sup>2</sup> | Director Bulk & Automotive Port Services | Geoff Kleemann          | Non-Executive Director   |
| Philip Tonks <sup>3</sup>   | Director Ports & General Stevedoring     | Ralph Waters            | Non-Executive Director   |

1. Mr Alistair Field resigned as Director Terminals & Logistics on 22 June 2015.

2. Commenced as Director Bulk & Automotive Port Services on 1 September 2014.

3. Ceased as Director Ports & General Stevedoring on 31 August 2014 and commenced as Director Strategic Projects.

### 7.2 Executive remuneration policy and framework

#### Remuneration philosophy and principles

Asciano consistently applies its remuneration philosophy to ensure that an executive's remuneration package properly reflects the executive's duties, responsibilities and level of performance and is aligned with the drivers of Company success. It also aims to ensure that remuneration is market competitive to attract, motivate and retain people of the highest quality.

Asciano's Remuneration Committee is committed to continually reviewing and improving the remuneration framework to ensure that robust links exist between executive reward and Company performance, and that employee reward drives desired behaviours. To assist in exercising its responsibilities, the Remuneration Committee may seek independent advice on matters such as remuneration strategies, mix and structure.

Asciano has rigorous processes in place to ensure that its remuneration structure and its risk management framework are aligned.

#### Clawback provisions

The Company is committed to ensuring alignment between incentive plan awards, Company performance and shareholder value. Our clawback provisions, which have been included in all plan rules since 2012, ensure we are able to take appropriate action should we believe there has been an act of fraud, dishonesty or breach of obligations.

The Board may, in its discretion and subject to applicable laws, determine any treatment in relation to an incentive award, including forfeiting unvested awards, lapsing vested awards, require payment of cash rewards and/or repayment of the net proceeds of any awards of shares subsequently sold.

We are confident that these provisions enable appropriate Board discretion to ensure we only reward where it is appropriate to do so.

**7. Remuneration report – audited (continued)**

**Governance framework**

Asciano's corporate governance framework ensures that processes are in place to prevent any undue influence by management on remuneration consultants making recommendations to the Remuneration Committee. In previous years, the Chair of the Remuneration Committee has engaged Ernst & Young ("EY") to provide advice on specific remuneration matters (which included the provision of "remuneration recommendations" as defined in section 9B of the *Corporations Act 2001*). No remuneration recommendations were sought in the 2015 financial year.

EY was, however, engaged during the year to provide information on the following:

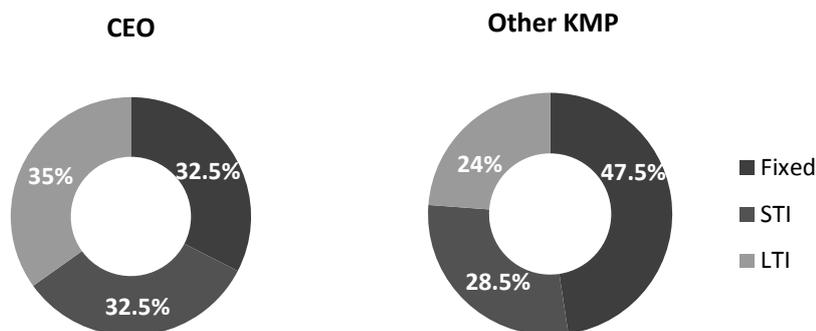
- a) monitoring of LTI Plan design and performance;
- b) a review of Executive and Non-Executive Director remuneration in comparison to market to ensure that executive remuneration levels remain competitive and in line with current market trends; and
- c) the feasibility of establishing a share purchase plan for Non-Executive Directors.

**Overview of remuneration framework and components as a proportion of total remuneration**

Components of total employment remuneration for the 2015 financial year were as follows:

| Fixed annual remuneration<br>FAR  | Short-term incentive<br>STI  | Long-term incentive<br>LTI   |
|---|--|--|
| ↓   | ↓  | ↓  |
| <ul style="list-style-type: none"> <li>Fixed salary</li> <li>Superannuation</li> <li>Salary-sacrificed non-monetary benefits</li> </ul> | <ul style="list-style-type: none"> <li>12 month performance period</li> <li>Targets linked to Company, divisional and individual performance</li> <li>Annual opportunity made up of 75% annual cash incentive and 25% deferred into time-based rights</li> </ul> | <ul style="list-style-type: none"> <li>Grant of performance rights</li> <li>Three year period</li> <li>Performance hurdles linked to TSR and Asciano ROCE</li> <li>Optional deferral period for shares allocated on vesting</li> </ul> |

The graphic below shows executive FAR and target performance-based remuneration as a proportion of total remuneration in the 2015 financial year:



## DIRECTORS' REPORT

For the year ended 30 June 2015

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### 7.3 Executive remuneration arrangements for the 2015 financial year

#### Fixed annual remuneration ("FAR")

**Key developments:** 2016 financial year

- Apart from where there is a substantive change in role, any fixed annual remuneration increases for KMP in the coming year will be within a 3% budget and allocated in a way that accounts for position to market and performance in role.

FAR consists of base compensation (calculated on a total basis and includes fringe benefits tax charges related to employee benefits including motor vehicles), as well as contributions to superannuation plans. The level of FAR for KMP has been determined with reference to executive pay in S&P/ASX 100 Index companies, taking into account the individual's performance, responsibilities, and their level of knowledge, skills and experience. The Company considers the ASX 100 to be the appropriate benchmark so that we are well positioned to attract the best talent, inside or outside of our direct industry.

Remuneration levels for executives are reviewed annually through a process which considers individual performance and overall performance of Asciano. When required, external consultants also provide analysis and guidance both to the Company and independently to the Board and the Remuneration Committee, to ensure that executive remuneration levels remain competitive and in line with current market trends.

**7. Remuneration report – audited (continued)**

**Short-term incentive (“STI”)**

**Key developments: 2016 financial year**

- A lead safety metric has been added to the STI design. In the 2016 financial year there will be two equally weighted safety measures. One is a lead indicator of safety and the other is a lag indicator. Each measure is weighted 7.5% and together they form 15% of the overall STI opportunity for all employees.

**Detail of STI arrangements for the 2015 financial year**

|  |  |
|--|--|
| What is the STI and who participates?  | <p>The STI Plan is a cash-based (75%) and rights to shares (25%) plan that rewards executives for achievement of Asciano, divisional and individual performance goals over the 12 month annual performance review period. Participation is for eligible employees whose performance is of strategic and operational importance to the Asciano Group.</p> <p>Of the portion of the STI deferred into STI rights, half will vest after one year and half will vest after two years. No dividends are payable on unvested rights to shares. Vesting of the STI rights is subject to the executive’s ongoing employment with Asciano. The obligation for STI rights that do vest will be satisfied by market purchase of shares in accordance with Company policy.</p> |
| What is the maximum amount that executives can earn?                                       | <p>The CEO has a target STI opportunity equivalent to 100% of FAR.</p> <p>The target STI opportunity for executives (excluding the CEO) is 60% of FAR.</p> <p>Executives are advised of their target STI at the start of the financial year. Payment is dependent on achievement against the STI performance measures (outlined above). Where the EBIT and safety targets are exceeded, there is the potential for executives to receive “above target” awards for exceptional performance.</p>  |
| Why is the STI opportunity in relation to EBIT uncapped?                                   | <p>The Board believes it is appropriate and in the interest of shareholders to encourage executives to overachieve as much as possible in relation to its EBIT targets.</p>  |
| How and when is performance assessed?  | <p>The STI payable is determined after the preparation of the financial statements each year (in respect of the financial measures) and after the executive’s performance review score is determined by the CEO (or in the case of the CEO, by the Board).</p> <p>STI payments are generally made to executives in September.</p> <p>A threshold level of performance must be achieved in respect of all STI performance measures for there to be any eligibility for payment.</p>   |
| Why aren’t the specific performance targets and their outcomes for each measure disclosed? | <p>The Board believes that it would not be in the interests of shareholders to make specific disclosure of the actual targets set for executives in relation to EBIT, safety and customer satisfaction. Such disclosure would make commercially sensitive information available publicly.</p>  |
| Why were these performance measures chosen again for the 2016 financial year?              | <p>The Board believes the STI performance measures appropriately reflect Asciano’s current strategic priorities and value creating activities.</p> <p>Our strategy remains consistent with that implemented last year, so little will need to change.</p>  |
| What happens to the STI award on cessation of employment?                                  | <p>In general, where an executive’s employment is terminated by the Company “without cause” during the course of a performance year, the executive is entitled to a pro-rata STI for that proportion of the current financial year elapsed on the termination date.</p> <p>In general, where an executive’s employment ceases by reason of resignation or is terminated by the Company “for cause”, any STI opportunity lapses.</p>  |
| What are the minimum and maximum values of the STI opportunity?                            | <p>The amount of STI payable in the 2015 financial year to KMP is set out as the short-term incentive payment in the table at 6.3. The STI rights (number and value) are shown in table “STI rights allocated under the STI Plan” on page 74.</p>  |

The actual STI payable, the percentage of the total target STI payable forfeited by executives for the 2015 financial year are outlined below. Detail of the STI rights (number and value) are shown in table "STI rights allocated under the STI Plan" on page 74.

| 2015 executives             | Total STI awarded \$ | Amount awarded in cash \$ | Amount awarded in rights \$ | Number of restricted rights | % of target STI payable | % of target STI forfeited |
|-----------------------------|----------------------|---------------------------|-----------------------------|-----------------------------|-------------------------|---------------------------|
| John Mullen                 | 1,770,600            | 1,327,950                 | 442,650                     | –                           | 92.7%                   | 7.3%                      |
| Roger Burrows               | 481,300              | 360,975                   | 120,325                     | –                           | 100.2%                  | 0.0%                      |
| Alistair Field <sup>1</sup> | 389,400              | 389,400                   | –                           | –                           | 95.4%                   | 4.6%                      |
| David Irwin                 | 470,500              | 352,875                   | 117,625                     | –                           | 82.5%                   | 17.5%                     |
| Murray Vitlich <sup>2</sup> | 324,750              | 243,563                   | 81,187                      | –                           | 95.5%                   | 4.5%                      |
| Philip Tonks <sup>3</sup>   | 48,700               | 48,700                    | –                           | –                           | 88.3%                   | 11.7%                     |

1. Mr Alistair Field resigned as Director Terminals & Logistics on 22 June 2015. As a result, his 2015 STI rights will be paid in cash.
2. Mr Murray Vitlich became a KMP on 1 September 2014 and the STI data relates to this period only.
3. Mr Philip Tonks ceased to be a KMP on 31 August 2014 and the STI data relates to this period only.

### STI performance: 2015 financial year

Asciano's STI is subject to three Company measures (EBIT, safety performance and customer satisfaction) and each executive's individual performance goals.

| Category                              | Measure  | 2015 financial year achievements  |
|---------------------------------------|--|---|
| Financial<br><i>Weighted 50%</i>      | Measures achievement against a set target EBIT at divisional and/or Asciano level. The EBIT key performance indicators ("KPIs") is leveraged up or down by a financial performance multiplier. The multiplier is uncapped, commencing at 0.7, provided a threshold of 90% of the target EBIT KPI is achieved.                            | Asciano's EBIT result was \$790.2 million before material items for the year ended 30 June 2015. For the purposes of the STI calculations the EBIT result was adjusted by \$15.0 million for weather impacts in New South Wales where the rail network was seriously compromised for up to 19 days and ports were closed for up to three days.<br><br>For comparison purposes, EBIT for the 2014 financial year was \$720.3 million before material items. This year's result represents a year-on-year improvement of \$69.9 million and combined with the adjustment for weather impacts exceeded the target set by the Board. This performance is reflected in STI payments to the Company's executive team. |
| Safety<br><i>Weighted 15%</i>         | Measures absolute year-on-year improvement in reportable injury frequency rate ("RIFR") at divisional and/or Asciano level. Payment is capped at achievement of stretch performance RIFR and is calculated as MTIFR (medical treatment injury frequency rate) plus LTIFR (lost time injury frequency rate) per one million hours worked. | A positive improvement of 12.7% in RIFR was achieved in the 2015 financial year, above the threshold set by the Board. Accordingly, at the Group level 12.7% of the 15% of the STI measured against this target was paid.   |
| Customer<br><i>Weighted 15%</i>       | Measures absolute year-on-year improvement in customer satisfaction survey results (direct feedback from customers).   | Customer surveys undertaken by a third party provider show a strong improvement in customer performance in some divisions and opportunities for improvement in others.<br><br>For the 2015 financial year, the 15% of the STI measured against this target was not achieved at the Group level and only partially achieved at the Divisional level.   |
| Personal Goals<br><i>Weighted 20%</i> | Measures achievement of key individual performance goals as part of the balanced scorecard approach. Each executive is allocated a performance review score based upon achievement against their pre-agreed personal goals.  | The CEO's KPIs for the 2015 financial year were based on the measures used for all senior managers. His individual performance goals were fully achieved and included: <ul style="list-style-type: none"> <li>• strategic plan and delivery;</li> <li>• people and culture; and</li> <li>• relationships and communication.</li> </ul>  |

The STI arrangements outlined above will continue in the 2016 financial year.

**7. Remuneration report – audited (continued)**

**Long-term incentive (“LTI”)**

**Key developments: 2016 financial year**

- Our LTI design was comprehensively reviewed against other LTI designs in the 2014 financial year, and further options were considered in the 2015 financial year. The current LTI design continues to give the strongest alignment between long-term performance of the business and executive reward. For this reason, the LTI design is largely unchanged for the 2016 financial year. Asciano has decided to use face value for future awards. The first applications of this revised approach will be for awards in the 2016 financial year. Face value will be calculated as the Asciano share price 10 day volume-weighted average price (“VWAP”) to 30 June.

**LTI performance: 2015 financial year**

Two prior year LTI plans were tested on 30 June 2015 – the 2012 financial year plan and the 2013 financial year plan.

| Financial year | Performance period          | Test date                            | ROCE (Weighted 50%) | TSR (Weighted 50%) |
|----------------|-----------------------------|--------------------------------------|---------------------|--------------------|
| 2012           | 1 July 2011 to 30 June 2014 | 1 July 2014 (TSR retest 1 July 2015) | Lapsed on testing   | Lapsed on retest   |
| 2013           | 1 July 2012 to 30 June 2015 | 1 July 2015 (TSR retest 1 July 2016) | Lapsed on testing   | To be retested     |
| 2014           | 1 July 2013 to 30 June 2016 | 1 July 2016 (TSR retest 1 July 2017) | To be tested        | To be tested       |

**Detail of LTI arrangements for the 2015 financial year**

| What is the 2015 LTI Plan and who participates?            | <p>The LTI component of remuneration is designed for selected executives with responsibility for significant Asciano outcomes. Under the current plan, executives are granted performance rights to a security in the future, subject to achievement of certain time-based and performance-based vesting conditions (LTI rights).</p> <p>The LTI Plan is designed to align the interests of executives with those of Asciano’s shareholders, allow the executives to share in the growth in value of Asciano, and assist Asciano in building a performance-oriented culture over the long term.</p>  |                      |                                |                          |            |                |             |                                       |  |             |              |
|--|--|----------------------|--------------------------------|--------------------------|------------|----------------|-------------|---------------------------------------|--|-------------|--------------|
| How is the number of LTI rights determined?                | <p>The LTI opportunity offered to each executive is determined using a Board approved internal framework which refers to relevant market benchmarks to establish the appropriate remuneration mix for executive roles.</p> <p>The number of LTI rights granted to each executive is calculated by dividing the value of their LTI opportunity (calculated as a percentage of their FAR) by the valuation per right.</p>  |                      |                                |                          |            |                |             |                                       |  |             |              |
| What are the performance hurdles and why were they chosen? | <p>The LTI rights granted for the 2015 financial year are divided into two equal tranches, one with a ROCE hurdle and the other with a TSR hurdle.</p> <p>ROCE is calculated using the formula, “EBIT divided by capital employed”, where:</p> <ol style="list-style-type: none"> <li>EBIT is earnings before interest and tax, adjusted for material items; and</li> <li>capital employed is the net operating assets of the Group with net operating assets defined as net assets less cash, debt and other financial assets and liabilities, over a 12 month rolling period.</li> </ol> <p>The vesting schedule for ROCE is as follows:</p> <table border="1"> <thead> <tr> <th>Level of performance</th> <th>Percentage of rights that vest</th> </tr> </thead> <tbody> <tr> <td>Less than threshold ROCE</td> <td>0% vesting</td> </tr> <tr> <td>Threshold ROCE</td> <td>50% vesting</td> </tr> <tr> <td>Between the threshold and target ROCE</td> <td>75% vesting at midpoint between threshold and target</td> </tr> <tr> <td>ROCE target</td> <td>100% vesting</td> </tr> </tbody> </table> <p>The level of ROCE required to attract full or partial vesting under this component of the LTI Plan is highly commercially sensitive and therefore will only be disclosed on a retrospective basis following the end of the performance period.</p> <p>Asciano’s TSR performance is calculated relative to companies in the S&amp;P/ASX 100 Index (excluding resources and financial companies) over a three (or, where retesting occurs, four) year period. This peer group is used because the Board believes it represents the most appropriate comparator group, being broad-based and appropriate to Asciano’s market positioning.</p> | Level of performance | Percentage of rights that vest | Less than threshold ROCE | 0% vesting | Threshold ROCE | 50% vesting | Between the threshold and target ROCE | 75% vesting at midpoint between threshold and target | ROCE target | 100% vesting |
| Level of performance                                       | Percentage of rights that vest   |                      |                                |                          |            |                |             |                                       |  |             |              |
| Less than threshold ROCE                                   | 0% vesting   |                      |                                |                          |            |                |             |                                       |  |             |              |
| Threshold ROCE   | 50% vesting  |                      |                                |                          |            |                |             |                                       |  |             |              |
| Between the threshold and target ROCE                      | 75% vesting at midpoint between threshold and target   |                      |                                |                          |            |                |             |                                       |  |             |              |
| ROCE target  | 100% vesting   |                      |                                |                          |            |                |             |                                       |  |             |              |

## DIRECTORS' REPORT

For the year ended 30 June 2015

### Detail of LTI arrangements for the 2015 financial year (continued)

| <p>What are the performance hurdles and why were they chosen? (continued)</p>   | <p>The vesting schedule for TSR performance is shown below and was chosen to ensure that executives are only rewarded when Asciano's TSR is at least at the median against the comparator group of companies:</p>   |                                |                               |            |                              |             |                                      |   |                                       |              |   |
|---|---|--------------------------------|-------------------------------|------------|------------------------------|-------------|--------------------------------------|---|---------------------------------------|--------------|---|
| <table border="1"> <thead> <tr> <th data-bbox="539 387 927 421">Percentile ranking</th> <th data-bbox="927 387 1501 421">Percentage of rights that vest</th> </tr> </thead> <tbody> <tr> <td data-bbox="539 421 927 454">Less than the 50th percentile</td> <td data-bbox="927 421 1501 454">0% vesting</td> </tr> <tr> <td data-bbox="539 454 927 488">Equal to the 50th percentile</td> <td data-bbox="927 454 1501 488">50% vesting</td> </tr> <tr> <td data-bbox="539 488 927 555">Between the 50th and 75th percentile</td> <td data-bbox="927 488 1501 555">An additional 2% of rights will vest for each 1 percentile increase above the 50th percentile</td> </tr> <tr> <td data-bbox="539 555 927 589">Equal to the 75th percentile or above</td> <td data-bbox="927 555 1501 589">100% vesting</td> </tr> </tbody> </table> | Percentile ranking  | Percentage of rights that vest | Less than the 50th percentile | 0% vesting | Equal to the 50th percentile | 50% vesting | Between the 50th and 75th percentile | An additional 2% of rights will vest for each 1 percentile increase above the 50th percentile | Equal to the 75th percentile or above | 100% vesting | <p>The Board believes that TSR as a performance measure is both transparent and robust (i.e. it is not subject to the exercise of judgement or interpretation) and is generally well understood by both shareholders and management, thereby providing a "real" incentive to participants. It also ensures there is alignment between comparative shareholder return and executive rewards.</p> |
| Percentile ranking  | Percentage of rights that vest  |                                |                               |            |                              |             |                                      |   |                                       |              |   |
| Less than the 50th percentile   | 0% vesting  |                                |                               |            |                              |             |                                      |   |                                       |              |   |
| Equal to the 50th percentile  | 50% vesting   |                                |                               |            |                              |             |                                      |   |                                       |              |   |
| Between the 50th and 75th percentile  | An additional 2% of rights will vest for each 1 percentile increase above the 50th percentile   |                                |                               |            |                              |             |                                      |   |                                       |              |   |
| Equal to the 75th percentile or above   | 100% vesting  |                                |                               |            |                              |             |                                      |   |                                       |              |   |
| <p>What is the performance period and when do LTI rights vest?</p>  | <p>LTI rights in the ROCE tranche vest over a three year period. LTI rights in the TSR tranche vest over a three year period, with an extra year for retesting. Asciano believes that including this retest is appropriate given the long-term nature of many of the business decisions being made by its executives. Both tranches are subject to achieving the time-based and performance-based vesting conditions described above. No dividends are payable on unvested LTI rights.</p> <p>For the grant of LTI rights made during the 2015 financial year, the performance period commenced on 1 July 2014, with a test date of 1 July 2017. If required, the TSR tranche will have a retest on 1 July 2018.</p> <p>Any LTI rights which do not vest at the end of the applicable performance period will lapse. The obligation for LTI rights that do vest will be satisfied by market purchase in accordance with Company policy.</p> |                                |                               |            |                              |             |                                      |   |                                       |              |   |
| <p>What are the minimum and maximum values of the grants?</p>   | <p>The minimum value of the LTI grants is \$nil. The maximum value is disclosed in the table headed "Rights allocated under the Asciano LTI Plan" on page 72.</p>   |                                |                               |            |                              |             |                                      |   |                                       |              |   |
| <p>Are there any restrictions on the trading of the shares once vested?</p>   | <p>Shares allocated on vesting of LTI rights are not subject to a holding lock unless requested by the executive. Participants may request a five or seven year holding lock which means that any shares acquired upon vesting of LTI rights cannot be transferred or otherwise disposed of for five or seven years from the date the LTI rights are granted.</p> <p>The Board may lift a holding lock upon application by an executive in exceptional circumstances. All trading is governed by the Company's Share Trading Policy.</p>  |                                |                               |            |                              |             |                                      |   |                                       |              |   |
| <p>Is any amount payable on grant of the rights?</p>  | <p>No amount is payable in respect of the grant of the LTI rights.</p>  |                                |                               |            |                              |             |                                      |   |                                       |              |   |
| <p>What happens on a change of control of the Company?</p>  | <p>In accordance with the plan rules, the Board has discretion to waive any vesting conditions attached to the STI or LTI rights.</p>   |                                |                               |            |                              |             |                                      |   |                                       |              |   |
| <p>What happens if the executive ceases employment?</p>   | <p>Where an executive ceases employment with Asciano, any unvested LTI rights will lapse, except in specified circumstances in accordance with the plan rules.</p>  |                                |                               |            |                              |             |                                      |   |                                       |              |   |

**7. Remuneration report – audited (continued)**

**Review of LTI Plan design for the 2016 financial year**

Asciano is committed to exploring new ideas and perspectives raised in the market and undertakes an annual review of the LTI Plan design to ensure it is optimal and continues to strongly align rewards to executives with shareholder return. The following LTI design features were reviewed in detail this year.

| LTI design review |   |
|-------------------|---|
| <b>a)</b>         | <p><b>Alternative comparator groups for measurement of relative TSR</b></p> <p>Asciano competes for available investment capital in the Transport and Infrastructure sectors and against Utilities and other ASX 50/ASX 100 companies. Our shareholders are 90% institutional and 10% retail investors with 75% domestic and 25% offshore. Our competition for shareholder funds is likely to be shares with similar characteristics (risk, volatility, share price growth, dividend yield).</p> <p>The Company currently uses ASX 100 companies excluding Financials and Resources as the comparator group for relative TSR calculations. Work was undertaken to ascertain whether there is another comparator group for Asciano that better compares our performance against “like” companies. Five groups were compared including our current comparator group.</p> <p>Interestingly, all of the alternative comparator groups delivered similar results to our current comparator group and so did not indicate a compelling case to change. For this reason, the Company will retain the current comparator group.</p> |
| <b>b)</b>         | <p><b>Alternative vesting schedules</b></p> <p>Our current vesting schedule appears on page 72.</p> <p>Asciano’s share price volatility is below median compared to all five comparator groups. It can be argued that companies with higher volatility will often rank higher or lower in a comparator group with less volatile companies like Asciano filling the middle ground. Therefore an alternative vesting scale could be considered, commencing at a lower level of vesting below median and reaching maximum vesting at a higher level than the 75th percentile.</p> <p>For this to be a compelling proposition for shareholders, Asciano’s relative TSR would need to be above the 75th percentile at least as often as it will be below the 50th percentile. As recent history does not support this assumption, at this point in time it is not appropriate to flatten our vesting schedule.</p>   |
| <b>c)</b>         | <p><b>Relative versus absolute TSR</b></p> <p>It is difficult to set an absolute TSR target three years out that is ambitious and reflects real business performance rather than a rising or falling share market. For this reason we have retained relative TSR.</p>   |
| <b>d)</b>         | <p><b>Valuation of rights: Fair versus face value</b></p> <p>The use of fair value has historically allowed a close association between the values in remuneration and financial reporting. Asciano has decided to move to the use of face value for future awards. The first applications of this revised approach will be for awards in the 2016 financial year. Face value will be calculated as the Asciano Share Price 10 day VWAP to 30 June.</p>   |
| <b>e)</b>         | <p><b>Retest</b></p> <p>Historically Asciano has tested TSR after three years with a retest at four years. Concerns arise that a retest allows executives to have two “bites at the cherry” and, if relative TSR is tested often enough, it is possible that general market movement and a company’s stock volatility will allow the incentive to vest.</p> <p>After consideration, Asciano has decided to retain the retest as it aligns with the longer term nature of our strategy and extends the “motivational life” of the LTI, improving retention and motivation after the initial test. From this point of view, it is in shareholders’ interests. In addition if the measure is subject to volatility from external factors outside of management control, there is an argument to consider retesting. Providing the extent of retesting is reasonable, applies over an extended performance period and does not make the performance task easier in any material sense, it continues to be supported by the Remuneration Committee and the Board.</p>  |

### Service agreements – executives

The CEO's service agreement is of unlimited duration. The Company may terminate the CEO's employment at any time for cause and, otherwise, giving six months' notice and with a severance payment equivalent to six months' fixed remuneration. Mr Mullen must provide six months' notice of resignation.

Service agreements for all other executives are for unlimited duration. The Company may terminate an executive's employment by providing six months' notice (or by making payment in lieu), and may terminate immediately for misconduct or where there is a material breach of contract.

Each of the executives may terminate by giving three or six months' notice to the Company depending on the individual's service agreement.

Executives are not entitled to any additional termination payments under their contracts of employment.

## 7.4 Non-Executive Director remuneration

### Remuneration policy

| Policy objective                        | Comment   |
|---|---|
| Aggregate fees approved by shareholders | The current aggregate fee pool for Non-Executive Directors of \$3 million per annum was approved by shareholders at the 2010 Annual General Meeting.<br>Board and committee fees, as well as statutory superannuation contributions made on behalf of the Non-Executive Directors, are included in the aggregate fee pool.    |
| Promote independence and objectivity    | Non-Executive Directors receive a cash fee for service.<br>To preserve independence and impartiality, Non-Executive Directors do not receive any performance related remuneration or any retirement benefits other than statutory superannuation.   |
| Regular reviews of remuneration         | Non-Executive Director fees are determined by the Board by reference to Non-Executive Director fees paid by S&P/ASX 100 Index companies, whilst also considering the responsibilities, skills and workload of the Non-Executive Directors.<br>The Board also seeks independent advice in benchmarking the level of fees paid. |

### Structure and level of fees

#### Key developments: 2016 financial year

- As Asciano is largely remunerating in line with market, there will no increase to Non-Executive Director fees in the 2016 financial year. The exception is remuneration for the Sustainability Committee. In the coming year, fees for the Chair of the Sustainability Committee will increase to \$35,000 and fees for members of the Sustainability Committee will increase to \$15,000. This increase is to better position these roles to market and reflect the strategic importance of safety and environment to Asciano.

The table below shows the structure and level of Non-Executive Director fees as at the end of the 2015 and 2014 financial years:

| Board/Committee                              | Role                  | 2015<br>\$ | 2014<br>\$ |
|--|-----------------------|------------|------------|
| Board  | Chairman              | 525,500    | 525,000    |
|  | Member                | 170,500    | 170,000    |
| Audit and Risk Committee                     | Chairman              | 40,000     | 40,000     |
|  | Member                | 20,000     | 20,000     |
| Remuneration Committee                       | Chairman              | 35,000     | 35,000     |
|  | Member                | 15,000     | 15,000     |
| Nomination and Succession Planning Committee | Chairman <sup>1</sup> | –          | –          |
|  | Member                | 12,000     | 12,000     |
| Sustainability Committee                     | Chair                 | 25,000     | 25,000     |
|  | Member                | 12,000     | 12,000     |

1. The Chairman of the Board is currently Chairman of the Nomination and Succession Planning Committee, and no additional fee is payable for this role.

## DIRECTORS' REPORT

For the year ended 30 June 2015

### 7. Remuneration report – audited (continued)

#### Non-Executive Directors (“NED”) Share Plan

Shareholders have expressed a preference for NEDs to own a meaningful Asciano shareholding in order to create greater alignment with the interests of investors. However, the nature of the role of Board members and exposure to price-sensitive information means that dealing in Asciano shares is often difficult due to regulations on insider trading.

The Board weighed up shareholder concerns with the practical difficulties of implementing the plan and the risk of exposing NEDs to insider trading risks, both real and perceived. The Board decided not to implement a NED Share Plan at this time.

Despite not implementing a NED Share Plan, there were a range of alternatives explored throughout the 2015 financial year, with a number of key principles applied to the plan design:

- Provide a way for NEDs to purchase Asciano shares at the prevailing market rate whilst mitigating some of the exposure to insider trading risk.
- The plan is not designed to assist NEDs sell Asciano shares.
- The plan is not an incentive scheme, does not operate to allow income tax deferral and provides no discount on the market price of the Asciano shares acquired.
- Shares acquired under the plan will be from after tax income.
- Once the financial commitment is made, the number of shares and timing of purchase is not at the discretion of the NED.
- There will be a 12 month time-lapse between the commitment of the NED to participate in the plan and the purchase of the shares.

#### Remuneration of Non-Executive Directors for the year ended 30 June 2015

| Non-Executive Directors   | Year        | Short-term benefits |                       | Sub-total        | Post-employment benefits |                  | Total |
|---------------------------|-------------|---------------------|-----------------------|------------------|--------------------------|------------------|-------|
|                           |             | Fees                | Non-monetary benefits |                  | Superannuation           |                  |       |
|                           |             | \$                  |                       | \$               | \$                       | \$               | \$    |
| Malcolm Broomhead         | 2015        | 506,717             | –                     | 506,717          | 18,783                   | 525,500          |       |
| Independent Chairman      | 2014        | 507,225             | –                     | 507,225          | 17,775                   | 525,000          |       |
| Chris Barlow              | 2015        | 210,717             | –                     | 210,717          | 18,783                   | 229,500          |       |
| Independent Director      | 2014        | 211,225             | –                     | 211,225          | 17,775                   | 229,000          |       |
| Robert Edgar              | 2015        | 198,717             | –                     | 198,717          | 18,783                   | 217,500          |       |
| Independent Director      | 2014        | 199,225             | –                     | 199,225          | 17,775                   | 217,000          |       |
| Peter George              | 2015        | 195,717             | –                     | 195,717          | 18,783                   | 214,500          |       |
| Independent Director      | 2014        | 196,225             | –                     | 196,225          | 17,775                   | 214,000          |       |
| Shirley In't Veld         | 2015        | 189,498             | –                     | 189,498          | 18,002                   | 207,500          |       |
| Independent Director      | 2014        | 189,474             | –                     | 189,474          | 17,526                   | 207,000          |       |
| Geoff Kleemann            | 2015        | 218,717             | –                     | 218,717          | 18,783                   | 237,500          |       |
| Independent Director      | 2014        | 219,225             | –                     | 219,225          | 17,775                   | 237,000          |       |
| Ralph Waters <sup>1</sup> | 2015        | 177,626             | –                     | 177,626          | 16,874                   | 194,500          |       |
| Independent Director      | 2014        | 172,082             | –                     | 172,082          | 15,918                   | 188,000          |       |
| <b>Total</b>              | <b>2015</b> | <b>1,697,709</b>    | <b>–</b>              | <b>1,697,709</b> | <b>128,791</b>           | <b>1,826,500</b> |       |
|                           | 2014        | 1,694,681           | –                     | 1,694,681        | 122,319                  | 1,817,000        |       |

1. Mr Ralph Waters was appointed to the Sustainability Committee on 19 December 2013, which is reflected in the remuneration disclosed for the comparative period.

## 7.5 Remuneration tables and data

### Remuneration of the Executive Director and KMP for the year ended 30 June 2015

| \$                                       | Year        | Short-term benefits          |                             |                      | Sub-total        | Post-employment benefits | Other long-term benefits | Termination benefits | Share-based payments        |  |                       | Total            |
|--|-------------|------------------------------|-----------------------------|----------------------|------------------|--------------------------|--------------------------|----------------------|-----------------------------|--|-----------------------|------------------|
|  |             | Salary and fees <sup>1</sup> | Cash incentive <sup>2</sup> | Non-monetary benefit |                  | Super-annuation          | Long service accrual     | Termination payments | Equity settled <sup>3</sup> | Value of awards as % of total remuneration | % performance related |                  |
| <b>Executive Director</b>                |             |                              |                             |                      |                  |                          |                          |                      |                             |  |                       |                  |
| John Mullen                              | 2015        | 1,910,939                    | 1,327,950                   | 1,825                | 3,240,714        | 18,783                   | 35,016                   | –                    | 1,443,828                   | 30   | 58                    | 4,738,341        |
| CEO                                      | 2014        | 1,979,797                    | 1,432,125                   | 1,825                | 3,413,747        | 17,775                   | 24,495                   | –                    | 1,298,687                   | 27   | 57                    | 4,754,704        |
| <b>Executives</b>                        |             |                              |                             |                      |                  |                          |                          |                      |                             |  |                       |                  |
| Roger Burrows                            | 2015        | 772,977                      | 360,975                     | 1,825                | 1,135,777        | 18,783                   | 10,712                   | –                    | 258,155                     | 18   | 43                    | 1,423,427        |
| CFO                                      | 2014        | 815,841                      | 300,000                     | 1,825                | 1,117,666        | 17,775                   | 8,009                    | –                    | 304,183                     | 21   | 42                    | 1,447,633        |
| Alistair Field <sup>4</sup>              | 2015        | 643,587                      | 389,400                     | 2,635                | 1,035,622        | 31,306                   | 9,075                    | –                    | (154,911)                   | (17)                                       | 25                    | 921,092          |
| Director Terminals & Logistics           | 2014        | 629,312                      | 255,000                     | 2,635                | 886,947          | 25,837                   | 9,114                    | –                    | 203,535                     | 18   | 41                    | 1,125,433        |
| David Irwin                              | 2015        | 911,245                      | 352,875                     | 28,320               | 1,292,440        | 23,138                   | 30,000                   | –                    | 296,288                     | 18   | 40                    | 1,641,866        |
| Director Pacific National                | 2014        | 773,483                      | 325,904                     | 30,056               | 1,129,443        | 19,488                   | 104,393                  | –                    | 204,903                     | 14   | 36                    | 1,458,227        |
| Murray Vitlich <sup>5</sup>              | 2015        | 559,349                      | 243,563                     | 1,521                | 804,433          | 15,653                   | 9,750                    | –                    | 151,532                     | 15   | 40                    | 981,368          |
| Director Bulk & Automotive Port Services | 2014        |                              |                             |                      |                  |                          |                          |                      |                             |  |                       |                  |
| Philip Tonks <sup>6</sup>                | 2015        | 56,675                       | 48,700                      | 380                  | 105,755          | 19,348                   | 378                      | –                    | 50,812                      | 29   | 56                    | 176,293          |
| Director Ports & General Stevedoring     | 2014        | 524,182                      | 181,238                     | 2,278                | 707,698          | 26,305                   | 6,698                    | –                    | 224,247                     | 23   | 42                    | 964,948          |
| <b>Total</b>                             | <b>2015</b> | <b>4,854,772</b>             | <b>2,723,463</b>            | <b>36,506</b>        | <b>7,614,741</b> | <b>127,011</b>           | <b>94,931</b>            | <b>–</b>             | <b>2,045,704</b>            | <b>21</b>                                  | <b>48</b>             | <b>9,882,387</b> |
|  | 2014        | 4,722,615                    | 2,494,267                   | 38,619               | 7,255,501        | 107,180                  | 152,709                  | –                    | 2,235,555                   | 23   | 49                    | 9,750,945        |

1. Salary and fees includes cash salary and accrued annual leave.

2. The cash incentive amount represents the actual STI to be paid in October 2015 (75% cash component of the STI for the 2015 financial year).

3. Equity settled component of remuneration is comprised of the STI and LTI rights expense.

4. Mr Alistair Field resigned as Director Terminals & Logistics on 22 June 2015. On cessation of his employment with Asciano his STI rights will vest, while his LTI rights will be forfeited.

5. Mr Murray Vitlich became a KMP on 1 September 2014 and remuneration disclosed relates to the period from 1 September 2014 to 30 June 2015 only.

6. Mr Philip Tonks ceased to be a KMP on 31 August 2014 and remuneration disclosed for the current financial year relates to the period from 1 July 2014 to 31 August 2014 only.

## DIRECTORS' REPORT

For the year ended 30 June 2015

### 7. Remuneration report – audited (continued)

#### Rights allocated under the Asciano LTI Plan

The table below sets out details of the rights allocated to the executives during the 2015 financial year under the Asciano LTI Plan (as outlined in section 7.3).

| 2015                        | Grant date                    | Tranche <sup>1</sup> | Held at<br>1 July 2014 | Granted<br>during the<br>year | Fair value<br>of rights<br>granted (\$) <sup>2</sup> | Vested<br>during<br>the year | Lapsed<br>during<br>the year | Held at<br>30 June<br>2015 |
|-----------------------------|-------------------------------|----------------------|------------------------|-------------------------------|--|------------------------------|------------------------------|----------------------------|
| <b>Executives</b>           |                               |                      |                        |                               |  |                              |                              |                            |
| John Mullen                 | 12 November 2014              | A                    | –                      | 209,117                       | 907,568  | –                            | –                            | 209,117                    |
|                             | 12 November 2014              | B                    | –                      | 209,117                       | 1,198,240  | –                            | –                            | 209,117                    |
|                             | 12 November 2013              | A                    | 236,674                | –                             | –  | –                            | –                            | 236,674                    |
|                             | 12 November 2013              | B                    | 236,674                | –                             | –  | –                            | –                            | 236,674                    |
|                             | 15 November 2012 <sup>4</sup> | A                    | 257,768                | –                             | –  | –                            | –                            | 257,768                    |
|                             | 15 November 2012 <sup>4</sup> | B                    | 257,767                | –                             | –  | –                            | –                            | 257,767                    |
|                             | 10 November 2011 <sup>3</sup> | A                    | 224,072                | –                             | –  | –                            | –                            | 224,072                    |
|                             | 10 November 2011 <sup>3</sup> | B                    | 224,072                | –                             | –  | –                            | (224,072)                    | –                          |
| Roger Burrows               | 13 August 2014                | A                    | –                      | 41,029                        | 162,065  | –                            | –                            | 41,029                     |
|                             | 13 August 2014                | B                    | –                      | 41,029                        | 224,018  | –                            | –                            | 41,029                     |
|                             | 20 August 2013                | A                    | 37,126                 | –                             | –  | –                            | –                            | 37,126                     |
|                             | 20 August 2013                | B                    | 37,125                 | –                             | –  | –                            | –                            | 37,125                     |
|                             | 3 November 2012 <sup>4</sup>  | A                    | 40,434                 | –                             | –  | –                            | –                            | 40,434                     |
|                             | 3 November 2012 <sup>4</sup>  | B                    | 40,434                 | –                             | –  | –                            | –                            | 40,434                     |
| Alistair Field <sup>5</sup> | 13 August 2014                | A                    | –                      | 34,879                        | 137,772  | –                            | –                            | 34,879                     |
|                             | 13 August 2014                | B                    | –                      | 34,878                        | 190,434  | –                            | –                            | 34,878                     |
|                             | 20 August 2013                | A                    | 31,557                 | –                             | –  | –                            | –                            | 31,557                     |
|                             | 20 August 2013                | B                    | 31,556                 | –                             | –  | –                            | –                            | 31,556                     |
|                             | 3 October 2012 <sup>4</sup>   | A                    | 31,842                 | –                             | –  | –                            | –                            | 31,842                     |
|                             | 3 October 2012 <sup>4</sup>   | B                    | 31,842                 | –                             | –  | –                            | –                            | 31,842                     |
|                             | 18 April 2012 <sup>3</sup>    | A                    | 13,181                 | –                             | –  | –                            | –                            | 13,181                     |
|                             | 18 April 2012 <sup>3</sup>    | B                    | 13,180                 | –                             | –  | –                            | (13,180)                     | –                          |
| David Irwin                 | 13 August 2014                | A                    | –                      | 48,717                        | 192,432  | –                            | –                            | 48,717                     |
|                             | 13 August 2014                | B                    | –                      | 48,717                        | 265,995  | –                            | –                            | 48,717                     |
|                             | 18 February 2014              | A                    | 4,351                  | –                             | –  | –                            | –                            | 4,351                      |
|                             | 18 February 2014              | B                    | 4,351                  | –                             | –  | –                            | –                            | 4,351                      |
|                             | 20 August 2013                | A                    | 32,484                 | –                             | –  | –                            | –                            | 32,484                     |
|                             | 20 August 2013                | B                    | 32,484                 | –                             | –  | –                            | –                            | 32,484                     |
|                             | 3 October 2012 <sup>4</sup>   | A                    | 34,693                 | –                             | –  | –                            | –                            | 34,693                     |
|                             | 3 October 2012 <sup>4</sup>   | B                    | 34,692                 | –                             | –  | –                            | –                            | 34,692                     |
|                             | 16 January 2012 <sup>3</sup>  | A                    | 28,998                 | –                             | –  | –                            | –                            | 28,998                     |
|                             | 16 January 2012 <sup>3</sup>  | B                    | 28,997                 | –                             | –  | –                            | (28,997)                     | –                          |
| Murray Vitlich              | 13 August 2014                | A                    | –                      | 34,853                        | 137,768  | –                            | –                            | 34,853                     |
|                             | 13 August 2014                | B                    | –                      | 34,853                        | 190,439  | –                            | –                            | 34,853                     |
|                             | 20 August 2013                | A                    | 29,236                 | –                             | –  | –                            | –                            | 29,236                     |
|                             | 20 August 2013                | B                    | 29,236                 | –                             | –  | –                            | –                            | 29,236                     |
|                             | 3 October 2012 <sup>4</sup>   | A                    | 30,515                 | –                             | –  | –                            | –                            | 30,515                     |
|                             | 3 October 2012 <sup>4</sup>   | B                    | 30,515                 | –                             | –  | –                            | –                            | 30,515                     |
|                             | 18 April 2012 <sup>3</sup>    | A                    | 10,527                 | –                             | –  | –                            | –                            | 10,527                     |
|                             | 18 April 2012 <sup>3</sup>    | B                    | 10,527                 | –                             | –  | –                            | (10,527)                     | –                          |

**Rights allocated under the Asciano LTI Plan (continued)**

| 2015              | Grant date                  | Tranche <sup>1</sup> | Held at<br>1 July 2014 | Granted<br>during the<br>year | Fair value<br>of rights<br>granted (\$) <sup>2</sup> | Vested<br>during<br>the year | Lapsed<br>during<br>the year | Held at<br>30 June<br>2015 |
|-------------------|-----------------------------|----------------------|------------------------|-------------------------------|--|------------------------------|------------------------------|----------------------------|
| <b>Executives</b> |                             |                      |                        |                               |  |                              |                              |                            |
| Philip Tonks      | 20 August 2014              | A                    | –                      | 27,703                        | 110,535  | –                            | –                            | 27,703                     |
|                   | 20 August 2014              | B                    | –                      | 27,703                        | 154,860  | –                            | –                            | 27,703                     |
|                   | 20 August 2013              | A                    | 25,060                 | –                             | –  | –                            | –                            | 25,060                     |
|                   | 20 August 2013              | B                    | 25,059                 | –                             | –  | –                            | –                            | 25,059                     |
|                   | 9 January 2013 <sup>4</sup> | A                    | 13,394                 | –                             | –  | –                            | –                            | 13,394                     |
|                   | 9 January 2013 <sup>4</sup> | B                    | 13,394                 | –                             | –  | –                            | –                            | 13,394                     |

1. Rights allocated to executives in Tranche A are subject to the relative TSR performance hurdle, while rights allocated in Tranche B are subject to the ROCE performance hurdle.

2. The rights subject to the TSR hurdle have a fair value per right of \$2.50, \$2.87, \$2.08, \$3.01, \$3.36, \$3.97, \$3.90, \$3.95, \$3.99 and \$4.34 on grant dates 3 October 2012, 3 November 2012, 14 November 2012, 9 January 2013, 20 August 2013, 12 November 2013, 18 February 2014, 13 August 2014, 20 August 2014 and 12 November 2014 respectively, and have been valued at grant date using a Monte Carlo simulation.

The rights subject to the ROCE hurdle have a fair value per right of \$4.19, \$4.25, \$3.95, \$4.47, \$4.90, \$5.42, \$5.39, \$5.46, \$5.59 and \$5.73 on grant dates 3 October 2012, 3 November 2012, 14 November 2012, 9 January 2013, 20 August 2013, 12 November 2013, 18 February 2014, 13 August 2014, 20 August 2014 and 12 November 2014 respectively, and have been valued using the Binomial methodology.

3. Rights allocated to executives during the 2012 financial year (10 November 2011, 16 January 2012 and 18 April 2012) were tested on 1 July 2014. The rights subject to the ROCE performance hurdle lapsed, while the rights subject to the TSR performance hurdle did not vest and were subject to retesting on 1 July 2015. On retesting these rights lapsed.

4. Rights allocated to executives during the 2013 financial year (3 October 2012, 3 November 2012, 15 November 2012 and 9 January 2013) were tested on 1 July 2015. The rights subject to the ROCE performance hurdle lapsed, while the rights subject to the TSR performance hurdle did not vest and are subject to retesting on 1 July 2016.

5. Mr Alistair Field resigned as Director Terminals & Logistics on 22 June 2015. On cessation of his employment his rights will be forfeited.

No rights allocated under the LTI Plan vested during the 2015 financial year, and there were no vested rights held by KMP that were exercisable at 30 June 2015.

## DIRECTORS' REPORT

For the year ended 30 June 2015

### 7. Remuneration report – audited (continued)

#### STI rights allocated under the STI Plan

The table below sets out details of the STI rights allocated to the executives during the 2015 financial year under the STI Plan (as outlined in section 7.3).

| 2015                        | Grant date <sup>1</sup> | Vesting date     | Tranche | Held at<br>1 July<br>2014 | Granted<br>during<br>the year | Fair value<br>of rights<br>granted<br>(\$) <sup>2</sup> | Vested<br>during<br>the year | Lapsed<br>during<br>the<br>year | Held at<br>30 June<br>2015 |
|-----------------------------|-------------------------|------------------|---------|---------------------------|-------------------------------|---|------------------------------|---------------------------------|----------------------------|
| <b>Executives</b>           |                         |                  |         |                           |                               |   |                              |                                 |                            |
| John Mullen                 | 13 August 2014          | 1 September 2015 | A       | –                         | 44,723                        | 256,263   | –                            | –                               | 44,723                     |
|                             | 13 August 2014          | 1 September 2016 | B       | –                         | 44,722                        | 249,549   | –                            | –                               | 44,722                     |
|                             | 20 August 2013          | 2 September 2014 | A       | 50,002                    | –                             | –   | (50,002)                     | –                               | –                          |
|                             | 20 August 2013          | 2 September 2015 | B       | 50,002                    | –                             | –   | –                            | –                               | 50,002                     |
|                             | 3 October 2012          | 1 September 2014 | B       | 40,147                    | –                             | –   | (40,147)                     | –                               | –                          |
| Roger Burrows               | 13 August 2014          | 1 September 2015 | A       | –                         | 9,369                         | 53,684  | –                            | –                               | 9,369                      |
|                             | 13 August 2014          | 1 September 2016 | B       | –                         | 9,368                         | 52,273  | –                            | –                               | 9,368                      |
|                             | 20 August 2013          | 2 September 2014 | A       | 10,475                    | –                             | –   | (10,475)                     | –                               | –                          |
|                             | 20 August 2013          | 2 September 2015 | B       | 10,474                    | –                             | –   | –                            | –                               | 10,474                     |
| Alistair Field <sup>3</sup> | 13 August 2014          | 1 September 2015 | A       | –                         | 7,963                         | 45,628  | –                            | –                               | 7,963                      |
|                             | 13 August 2014          | 1 September 2016 | B       | –                         | 7,963                         | 44,434  | –                            | –                               | 7,963                      |
|                             | 20 August 2013          | 2 September 2014 | A       | 7,954                     | –                             | –   | (7,954)                      | –                               | –                          |
|                             | 20 August 2013          | 2 September 2015 | B       | 7,954                     | –                             | –   | –                            | –                               | 7,954                      |
|                             | 3 October 2012          | 1 September 2014 | B       | 5,904                     | –                             | –   | (5,904)                      | –                               | –                          |
| David Irwin                 | 13 August 2014          | 1 September 2015 | A       | –                         | 10,177                        | 58,314  | –                            | –                               | 10,177                     |
|                             | 13 August 2014          | 1 September 2016 | B       | –                         | 10,177                        | 56,788  | –                            | –                               | 10,177                     |
|                             | 20 August 2013          | 2 September 2014 | A       | 9,345                     | –                             | –   | (9,345)                      | –                               | –                          |
|                             | 20 August 2013          | 2 September 2015 | B       | 9,344                     | –                             | –   | –                            | –                               | 9,344                      |
|                             | 3 October 2012          | 1 September 2014 | B       | 9,012                     | –                             | –   | (9,012)                      | –                               | –                          |
| Murray Vitlich              | 13 August 2014          | 1 September 2015 | A       | –                         | 7,378                         | 42,276  | –                            | –                               | 7,378                      |
|                             | 13 August 2014          | 1 September 2016 | B       | –                         | 7,377                         | 41,164  | –                            | –                               | 7,377                      |
|                             | 20 August 2013          | 2 September 2014 | A       | 7,905                     | –                             | –   | (7,905)                      | –                               | –                          |
|                             | 20 August 2013          | 2 September 2015 | B       | 7,905                     | –                             | –   | –                            | –                               | 7,905                      |
|                             | 3 October 2012          | 1 September 2014 | B       | 2,829                     | –                             | –   | (2,829)                      | –                               | –                          |
| Philip Tonks                | 20 August 2014          | 1 September 2015 | A       | –                         | 5,660                         | 33,168  | –                            | –                               | 5,660                      |
|                             | 20 August 2014          | 1 September 2016 | B       | –                         | 5,659                         | 32,313  | –                            | –                               | 5,659                      |
|                             | 20 August 2013          | 2 September 2014 | A       | 11,884                    | –                             | –   | (11,884)                     | –                               | –                          |
|                             | 20 August 2013          | 2 September 2015 | B       | 11,884                    | –                             | –   | –                            | –                               | 11,884                     |
|                             | 3 October 2012          | 1 September 2014 | B       | 12,867                    | –                             | –   | (12,867)                     | –                               | –                          |

1. STI rights allocated to executives on 13 August 2014 are subject to a service condition whereby the executive is required to remain employed by the Asciano Group on 1 September 2015 (Tranche A) and 1 September 2016 (Tranche B).

2. The STI rights subject to a service condition to 1 September 2015 and allocated to executives on 13 August 2014 have a fair value per right of \$5.73 respectively and the STI rights subject to a service condition to 1 September 2016 have a fair value per right of \$5.58. Both tranches have a grant date of 13 August 2014 and have been valued at grant date using the Binomial methodology.

3. Mr Alistair Field resigned as Director Terminals & Logistics on 22 June 2015. As a result, Mr Field's rights will vest on cessation of his employment with Asciano.

STI rights for each financial year are allocated to executives in two equal tranches, Tranche A and Tranche B, with each tranche subject to a service condition whereby the executive is required to remain employed by the Asciano Group on the determined vesting date. All STI rights subject to a service condition have been valued at grant date using the Binomial methodology.

For the year ended 30 June 2015, the Group has included an estimated expense for STI rights in respect of the 2015 financial year which will be granted during the 2016 financial year. 168,324 STI rights vested during the 2015 financial year.

## DIRECTORS' REPORT

For the year ended 30 June 2015

### Options allocated under the legacy Asciano Options Plan

The Option Plan was in place until the 2012 financial year, when it was replaced by the LTI Plan. Under the Option Plan, participants were granted options that only vested if certain time-based and performance-based vesting conditions were met. The options vested over a three to four year period, subject to Asciano's relative TSR performance against companies in the S&P/ASX 100 Index (excluding resources and financial companies). The options also had an additional, inherent, performance hurdle, being that the share price at vesting date must be above the exercise price.

Vested options can be exercised to acquire shares in the Company, subject to paying an exercise price. The acquired shares are subject to a holding lock for a maximum period of seven years from the date the options were granted. Once the holding lock has lifted, the shares can be sold at any time subject to compliance with the Asciano Share Trading Policy. Options granted under the Option Plan are for no consideration and carry no dividend or voting rights.

The table below sets out details of options held by and exercised by executives during the 2015 financial year.

| 2015              | Grant date <sup>1</sup> | Tranche | Held at<br>1 July 2014 | Exercised<br>during<br>the year | Lapsed<br>during<br>the year | Expired<br>during<br>the year | Held at<br>30 June<br>2015 |
|-------------------|-------------------------|---------|------------------------|---------------------------------|------------------------------|-------------------------------|----------------------------|
| <b>Executives</b> |                         |         |                        |                                 |                              |                               |                            |
| John Mullen       | 10 November 2011        | A       | 516,186                | (320,035)                       | (196,151)                    | –                             | –                          |
| Alistair Field    | 17 December 2010        | A       | 69,445                 | –                               | (26,389)                     | (43,056)                      | –                          |
| David Irwin       | 15 July 2010            | A       | 123,457                | (76,543)                        | (46,914)                     | –                             | –                          |
| Philip Tonks      | 17 December 2010        | A       | 61,729                 | (38,272)                        | (23,457)                     | –                             | –                          |

1. Options granted on 15 July 2010, 17 December 2010 and 10 November 2011 are subject to a TSR hurdle. These options were tested on 1 July 2013 and 52% vested. The remaining unvested options under this plan were retested on 1 July 2014 and an additional 10% vested. Of the 770,817 options granted on 15 July 2010, 17 December 2010 and 10 November 2011 and held at 30 June 2014, 292,911 lapsed, 434,850 were exercised during the year and 43,056 expired on 30 June 2015.

The vested options of the 2011 financial year LTI Plan were to be exercised by KMP by 30 June 2015. Executives faced a significant funding requirement to exercise their options and were restricted from undertaking a cashless exercise due to the exposure their roles have to market sensitive information. For this reason Executives were given the opportunity to access a short-term loan from the Company in order to enable the exercise of vested options under the legacy Option Plan. The loan is repayable in full on or prior to 31 October 2015, at a market interest rate of 5.65% per annum, and is secured against the executive's future remuneration. The CEO was the only member of the KMP to access the loan on 22 June 2015 and, therefore, the table below reflects the aggregate of all loans made to KMP in the reporting period.

| 2015        | Balance<br>1 July 2014 | Balance<br>30 June 2015 | Interest payable<br>for the year | Highest balance<br>in period |
|-------------|------------------------|-------------------------|----------------------------------|------------------------------|
| John Mullen | –                      | 1,612,976               | 2,247                            | 1,615,223                    |

There were no options on issue at 30 June 2015. Accordingly, no further loans will be made to executives for the purpose of exercising vested options.

The Non-Executive Directors did not hold any options during the reporting period.

## DIRECTORS' REPORT

For the year ended 30 June 2015

### 7. Remuneration report – audited (continued)

#### Equity holdings and transactions

The movement during the financial year in the number of Asciano's shares held directly, indirectly or beneficially by KMP including their related parties, is set out in the following table:

| 2015                           | Opening balance | Acquired | Sold | Received on exercise of options | Rights vested during the year <sup>1</sup> | Closing balance |
|--------------------------------|-----------------|----------|------|---------------------------------|--|-----------------|
| <b>Non-Executive Directors</b> |                 |          |      |                                 |  |                 |
| Malcolm Broomhead              | 110,000         | –        | –    | –                               | –  | 110,000         |
| Chris Barlow                   | 8,759           | –        | –    | –                               | –  | 8,759           |
| Robert Edgar                   | 38,296          | –        | –    | –                               | –  | 38,296          |
| Peter George                   | 46              | –        | –    | –                               | –  | 46              |
| Shirley In't Veld              | –               | –        | –    | –                               | –  | –               |
| Geoff Kleemann                 | 16,667          | –        | –    | –                               | –  | 16,667          |
| Ralph Waters                   | 25,000          | –        | –    | –                               | –  | 25,000          |
| <b>Executive Director</b>      |                 |          |      |                                 |  |                 |
| John Mullen                    | 40,147          | –        | –    | 320,035                         | 90,149                                     | 450,331         |
| <b>Executives</b>              |                 |          |      |                                 |  |                 |
| Roger Burrows                  | –               | –        | –    | –                               | 10,475                                     | 10,475          |
| Alistair Field                 | 5,904           | –        | –    | –                               | 13,858                                     | 19,762          |
| David Irwin                    | 120,256         | –        | –    | 76,543                          | 18,357                                     | 215,156         |
| Murray Vitlich <sup>2</sup>    | 2,830           | –        | –    | –                               | 10,734                                     | 13,564          |
| Philip Tonks <sup>3</sup>      | 24,422          | –        | –    | 38,272                          | 24,751                                     | 87,445          |

1. Includes the vesting of 70,759 of 2012 STI rights on 1 September 2014 and 97,565 of 2013 STI rights on 2 September 2014.

2. Murray Vitlich became a KMP on 1 September 2014.

3. Philip Tonks ceased to be a KMP on 31 August 2014.

#### Purchase of securities to satisfy employee entitlements

Asciano's policy is to satisfy all employee equity entitlements through on-market purchase. During the 2015 financial year, the Asciano Employee Share Plan Trust purchased 2,004,222 Asciano shares at an average price of \$6.34 per share.

#### Loans to KMP and their related parties

Aside from the short-term loan in relation to the exercise of vested options (as detailed on page 75), no other loans were made to KMP or their related parties during the 2015 financial year.

#### Other transactions with KMP

A number of KMP, or their related parties, hold positions in other entities that may from time to time transact with Asciano. The terms and conditions of any such transactions with KMP and their related parties are no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to non-KMP related entities on an arm's length basis.

In accordance with the *Corporations Act 2001*, KMP or their related parties are prohibited from entering into any transaction that has the effect of limiting their exposure to fluctuations in the value of awards granted to them under the LTI or STI Plan. The ban is for the period in which the awards have not yet vested and for any subsequent period that the awards are subject to a holding lock.

All trading is governed by the Company's Share Trading Policy.

## 7.6 Additional information – Company performance

The table below summarises key indicators of Asciano's performance and the effect on shareholder value for the past five financial years. The EBIT before material items and ROCE measures were used as measures in relation to the STI and LTI respectively for the 2015 financial year.

| Year ended 30 June   | 2015  | 2014  | 2013  | 2012  | 2011  |
|--|-------|-------|-------|-------|-------|
| EBIT – before material items (\$M)                           | 790.2 | 720.3 | 686.0 | 616.7 | 539.1 |
| EBIT – before material items per share (cents)               | 81.0  | 73.8  | 70.3  | 63.1  | 55.2  |
| Net profit after tax attributable to owners of Asciano (\$M) | 359.6 | 254.4 | 334.5 | 240.8 | 201.6 |
| Parent diluted earnings per share (cents)                    | 36.8  | 26.1  | 34.2  | 24.7  | 20.7  |
| Dividends per share (cents)                                  | 8.3   | 14.3  | 11.5  | 7.5   | 6.0   |
| Closing share price (\$ as at 30 June)                       | 6.65  | 5.63  | 5.02  | 4.35  | 4.92  |
| ROCE (%) <sup>1</sup>  | 11.36 | 10.69 | 11.00 | 10.50 | 9.64  |

1. ROCE is calculated on the formula "EBIT divided by capital employed" where EBIT is earnings before interest and tax, (adjusted for material items); and capital employed is the net operating assets of the business defined as net assets less cash, debt and other financial assets and liabilities, over a 12 month rolling period.

## 8. Principal activities

The principal activities of Asciano during the course of the financial year were the management of ports and rail assets and associated operations and services. There has been no significant change in the nature of these activities of Asciano during the financial year.

## 9. Operating and financial review

Asciano reported a net profit after tax ("NPAT") attributable to the owners of Asciano Limited of \$359.6 million, representing a 41.4% increase on the profit of \$254.4 million in the 2014 financial year. The current year reported NPAT included material items (loss) of \$55.1 million (2014: material items (loss) of \$95.4 million).

A reconciliation of the reported NPAT and the underlying NPAT for the various components of the after-tax material loss is provided in the table below:

|   | 2015<br>\$M  | 2014<br>\$M  |
|---|--------------|--------------|
| <b>NPAT attributable to the owners of Asciano Limited</b> | <b>359.6</b> | <b>254.4</b> |
| Pacific National integration                              | 25.0         | 57.2         |
| Port Botany redevelopment                                 | 25.6         | 27.0         |
| Other restructuring expenses                              | 4.5          | 11.2         |
| <b>Underlying NPAT</b>                                    | <b>414.7</b> | <b>349.8</b> |

The Company reported an 18.6% increase in underlying NPAT to \$414.7 million. The result benefited from another strong year in coal haulage with an increase in NTKs, despite material disruptions to the Hunter Valley coal chain in the second half of FY15 and an increase in container lifts despite significant market share disruption at Port Botany caused by the redevelopment project. Top line growth in these areas, combined with a strong focus on the business improvement program ("BIP"), generated further saving initiatives, aligned with general cost control which offset flat or weaker top line growth in other areas of the business.

Reported NPAT increased 41.4% due to a significant decrease in material costs from \$95.4 million in the 2014 financial year to \$55.1 million in the current year. Material costs in the 2015 financial year related to site commissioning, business disruption and further employee costs associated with the redevelopment of Port Botany of \$25.6 million after tax; and costs associated with the next stage of the restructuring of Pacific National's activities of \$25.0 million after tax. The Pacific National expense includes a further non-cash write-down of rolling stock no longer required in the business and employee costs associated with the next phase of the business improvement program, in particular the establishment of a National Operating Centre, which will centralise planning, rostering, live run, asset deployment and maintenance activities across Pacific National.

A review of, and information about, the Asciano Group's operations, including the results of those operations and changes in the state of affairs of the Asciano Group during the year, together with information about the Group's financial position, business strategies and prospects for future financial years, appear in the operating and financial review ("OFR") on pages 10 to 44 of the Annual report which forms part of the Directors' report.

## DIRECTORS' REPORT

For the year ended 30 June 2015

### 10. Dividends

On 18 August 2015 Asciano announced that it had entered into a Scheme of Implementation Deed with Brookfield Infrastructure Partners Ltd ("BIP") to acquire Asciano at an implied offer value of A\$9.15 per Asciano share ("the transaction").

Asciano's Directors have unanimously recommended the transaction to shareholders in the absence of a superior proposal and subject to an Independent Expert opining that the Scheme is in the best interests of Asciano's shareholders.

No final dividend has been declared as Asciano, subject to ATO clearance and the transaction proceeding, intends to pay a full franked special dividend of up to 90 cents per share with a corresponding reduction in the cash component of the consideration offered by BIP under the scheme implementation deed announced on 18 August 2015.

A fully franked interim dividend of 8.25 cents per share was paid on 18 March 2015, with a record date for entitlement to the dividend of 24 February 2015.

### 11. Business strategies, prospects and likely developments

The operating and financial review sets out information on the business strategies and prospects for future financial years, and refers to likely developments in Asciano's operations and the expected results of those operations in future financial years (see pages 10 to 44 of the OFR which forms part of the Directors' report). Information in the OFR is provided to enable shareholders to make an informed assessment about the business strategies and prospects for future financial years of the Asciano Group. Information that could give rise to likely material detriment to Asciano; for example, information that is commercially sensitive, confidential or could give a third party a commercial advantage has not been included. Other than the information set out in the OFR, information about other likely developments in Asciano's operations and the expected results of these operations in future financial years has not been included.

### 12. Directors' interests

The relevant interests of each Director (and their related parties) in the shares and options issued by the Company and other related bodies corporate, as notified by the Directors to the ASX in accordance with section 205G (1) of the *Corporations Act 2001*, are as set out below:

|                                | Shares    |
|--------------------------------|-----------|
| <b>Executive Director</b>      |           |
| John Mullen <sup>1</sup>       | 2,220,967 |
| <b>Non-Executive Directors</b> |           |
| Malcolm Broomhead              | 110,000   |
| Chris Barlow                   | 8,759     |
| Robert Edgar                   | 38,296    |
| Peter George                   | 46        |
| Shirley In't Veld              | –         |
| Geoff Kleemann                 | 16,667    |
| Ralph Waters                   | 25,000    |

1. Amount disclosed includes share rights granted for the 2012, 2013, 2014 and 2015 financial years.

### 13. Options over shares

#### Options granted to Directors and executives of Asciano

During the 2015 financial year, there were no options granted over Asciano shares to Directors or executives of Asciano as part of their remuneration.

For options issued in prior years, in accordance with the Asciano Limited Executive Incentive Plan, Asciano has the discretion in deciding whether options will be satisfied upon exercise by purchase of ordinary shares on-market or by new issue.

#### Shares issued on exercise of options

889,993 options were converted to ordinary shares during the 2015 financial year at an exercise price of \$5.02 per option. No amounts remain unpaid on these options. There are no options on issue at the end of the 2015 financial year.

#### **14. Indemnities and insurance for Directors and Officers**

Asciano has entered into insurance contracts that indemnify current and former Directors and Officers of the Parent and its controlled entities against liabilities. In accordance with normal commercial practices, under the terms of the insurance contracts, the nature of the liabilities insured against and the amount of the premium paid are confidential.

Indemnity agreements have been entered into between the Parent and each of the Directors and certain Officers (current and former). Under the agreement, the Parent has agreed to indemnify the Directors/Officers against any claim or for any expenses or costs, which may arise as a result of the performance of their duties as Directors/Officers. There are no monetary limits to the extent of these indemnities.

The insurance contracts and indemnity agreements extend to former Directors and Officers but do not apply to the Company's auditors. No amounts have been paid under either the insurance contracts or the indemnity agreements, and no action has been taken to enforce them during the 2015 financial year.

#### **15. Legal matters**

From time to time, Asciano is subject to claims and litigation during the normal course of business. The Directors have given consideration to such matters, which are or may be subject to litigation at year end, and are of the opinion that, other than for specific provisions already raised, no material liability exists.

#### **16. Rounding of amounts**

Asciano is an entity of a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments Commission ("ASIC"), relating to the rounding off of amounts in the Directors' report and the financial statements. Amounts in the Directors' report have been rounded off in accordance with that class order to the nearest one hundred thousand dollars or, in certain cases, to the nearest one dollar.

#### **17. Non-audit services of the external auditor**

During the year, KPMG, Asciano's auditor, performed certain services in addition to its statutory duties as external auditor. Details of the amounts paid to KPMG and its related practices for statutory audit and non-audit services are set out in note 7.2 to and forming part of the financial statements. The Board is satisfied, based on advice from the Audit and Risk Committee, that the non-audit services provided are compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001* and do not undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for Asciano, acting as an advocate for Asciano or jointly sharing risks and rewards.

#### **18. Events subsequent to the reporting date**

On 27 July 2015, Asciano announced the appointment of Mr Murray Vitlich to the role of Director Patrick following the resignation of Alistair Field, Director Patrick & Terminals.

The Company has taken this opportunity to review its current management structure and will integrate the leadership of its two Patrick divisions, Terminals & Logistics and Bulk & Automotive Port Services.

On 31 July 2015, the formation of the new joint venture with ACFS Port Logistics was completed.

On 18 August 2015 Asciano announced that it had entered into a Scheme of Implementation Deed with BIP to acquire Asciano at an implied offer value of A\$9.15 per Asciano share.

Asciano's Directors have unanimously recommended the transaction to shareholders in the absence of a superior proposal and subject to an Independent Expert opining that the Scheme is in the best interests of Asciano's shareholders.

Other than for the items noted above there has not arisen in the interval between the end of the 2015 financial year and the date of this report, any item, transaction or event of a material and unusual nature likely, in the opinion of the Board, to significantly affect the operations of Asciano, the results of those operations, or the state of affairs of Asciano in future financial years.

#### **19. Outlook**

A summary of the outlook for Asciano is included on page 44 of the OFR.

## DIRECTORS' REPORT

For the year ended 30 June 2015

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### 20. Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 81 and forms part of the Directors' report.

In line with previous years and in accordance with the *Corporations Act 2001*, the Directors' report, with the exception of the Remuneration report detailed in section 7, including the Operating and financial review is unaudited. Notwithstanding this, the Directors' report including the Operating and financial review contain disclosures which are extracted or derived from the Consolidated Financial Report for the year ended 30 June 2015 which has been audited by the Group's independent auditor.

This report is made in accordance with a resolution of the Directors.



**Malcolm Broomhead**  
Chairman

Sydney  
18 August 2015



***Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001***

To: the directors of Asciano Limited

I declare that, to the best of my knowledge and belief, in relation to the audit for the financial year ended 30 June 2015 there have been:

- (i) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

A handwritten signature in black ink, appearing to read 'S. Gatt'.

Steven Gatt  
*Partner*

Sydney

18 August 2015

|   |  |            |
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FINANCIAL REPORT  
**CONSOLIDATED STATEMENT OF PROFIT OR LOSS**  
For the year ended 30 June 2015

|  | Note | 2015<br>\$M    | 2014<br>\$M    |
|--|------|----------------|----------------|
| Revenue from services rendered   | 2.2  | 3,795.4        | 3,926.1        |
| Other income   | 2.2  | 43.7           | 68.5           |
| Share of net profit of joint ventures                                      | 5.3  | 15.8           | 14.9           |
| Operating expenses excluding depreciation and amortisation:                |      |                |                |
| Employee benefits  |      | (1,255.7)      | (1,324.3)      |
| Rail access  |      | (441.5)        | (449.3)        |
| Fuel, oil and power  |      | (323.9)        | (418.2)        |
| Repairs and maintenance  |      | (281.8)        | (315.8)        |
| Lease and hire   |      | (194.6)        | (200.6)        |
| Insurance  |      | (43.8)         | (53.2)         |
| Other  |      | (241.7)        | (256.7)        |
| <b>Profit before depreciation, amortisation, net finance costs and tax</b> |      | <b>1,071.9</b> | <b>991.4</b>   |
| Depreciation   |      | (312.5)        | (360.8)        |
| Amortisation   |      | (47.9)         | (46.6)         |
| <b>Profit before net finance costs and tax</b>                             |      | <b>711.5</b>   | <b>584.0</b>   |
| Interest income  | 4.6  | 3.3            | 2.4            |
| Interest expense   |      | (188.8)        | (191.9)        |
| Other financing expenses   |      | (12.2)         | (14.3)         |
| Credit value adjustment and fair value movements of unhedged derivatives   |      | (6.8)          | (21.5)         |
| Finance expense  | 4.6  | (207.8)        | (227.7)        |
| <b>Net finance expense</b>   |      | <b>(204.5)</b> | <b>(225.3)</b> |
| <b>Profit before tax</b>   |      | <b>507.0</b>   | <b>358.7</b>   |
| Tax expense  | 2.3  | (146.2)        | (101.7)        |
| <b>Profit after tax</b>  |      | <b>360.8</b>   | <b>257.0</b>   |
| <b>Attributable to:</b>  |      |                |                |
| Owners of Asciano Limited  | 4.10 | 359.6          | 254.4          |
| Non-controlling interests  |      | 1.2            | 2.6            |
|  |      | 360.8          | 257.0          |
| <b>Earnings per Parent share</b>   |      |                |                |
| Basic – cents  | 2.5  | 36.9           | 26.1           |
| Diluted – cents  | 2.5  | 36.8           | 26.1           |

The above Consolidated Statement of Profit or Loss should be read in conjunction with the accompanying notes.

FINANCIAL REPORT  
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
For the year ended 30 June 2015

|   | Note | 2015<br>\$M  | 2014<br>\$M   |
|---|------|--------------|---------------|
| <b>Profit after tax</b>   |      | <b>360.8</b> | <b>257.0</b>  |
| <b>Other comprehensive income/(loss)</b>  |      |              |               |
| <b>Items that will not be reclassified to profit or loss:</b>                                 |      |              |               |
| Defined benefit superannuation funds actuarial gains/(losses)                                 | 6.3  | 45.7         | (6.3)         |
| Income tax on items that will not be reclassified to profit or loss                           |      | (13.7)       | 1.9           |
| Total items that will not be reclassified to profit or loss net of tax                        |      | 32.0         | (4.4)         |
| <b>Items that may be reclassified subsequently to profit or loss:</b>                         |      |              |               |
| Effective portion of changes in fair value of cash flow hedge                                 |      | 40.8         | (72.9)        |
| Foreign currency translation differences for foreign operations                               |      | (1.3)        | 0.6           |
| Income tax (expense)/benefit on items that may be reclassified subsequently to profit or loss |      | (12.6)       | 22.5          |
| Total items that may be reclassified subsequently to profit or loss net of tax                |      | 26.9         | (49.8)        |
| <b>Other comprehensive income/(loss) net of tax</b>   |      | <b>58.9</b>  | <b>(54.2)</b> |
| <b>Total comprehensive income</b>   |      | <b>419.7</b> | <b>202.8</b>  |
| <b>Total comprehensive income attributable to:</b>  |      |              |               |
| Owners of Asciano Limited   |      | 418.5        | 200.2         |
| Non-controlling interests   |      | 1.2          | 2.6           |
|   |      | 419.7        | 202.8         |

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

FINANCIAL REPORT  
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
As at 30 June 2015

|   | Note | 2015<br>\$M    | 2014<br>\$M    |
|---|------|----------------|----------------|
| <b>Current assets</b>                                   |      |                |                |
| Cash and cash equivalents                               | 4.2  | 127.3          | 167.3          |
| Trade and other receivables                             | 4.2  | 444.6          | 429.2          |
| Prepayments and other assets                            |      | 23.7           | 25.7           |
| Inventories   | 3.5  | 41.4           | 33.3           |
| Derivative financial assets                             | 4.4  | 114.2          | 4.1            |
| Assets held for sale                                    | 5.1  | 51.7           | –              |
| <b>Total current assets</b>                             |      | <b>802.9</b>   | <b>659.6</b>   |
| <b>Non-current assets</b>                               |      |                |                |
| Property, plant and equipment                           | 3.1  | 4,465.3        | 4,306.7        |
| Intangible assets                                       | 3.4  | 2,796.2        | 2,810.3        |
| Equity accounted investments                            | 5.3  | 30.4           | 30.9           |
| Loans to joint ventures                                 | 4.2  | 56.2           | 56.2           |
| Trade and other receivables                             | 4.2  | 1.4            | 1.9            |
| Prepayments and other assets                            |      | 1.4            | 3.9            |
| Inventories   | 3.5  | 38.8           | 31.6           |
| Derivative financial assets                             | 4.4  | 613.5          | 165.9          |
| Net deferred tax assets                                 | 2.3  | 70.6           | 109.2          |
| <b>Total non-current assets</b>                         |      | <b>8,073.8</b> | <b>7,516.6</b> |
| <b>Total assets</b>                                     |      | <b>8,876.7</b> | <b>8,176.2</b> |
| <b>Current liabilities</b>                              |      |                |                |
| Trade payables  | 4.3  | 151.3          | 152.8          |
| Other payables and accrued expenses                     | 4.3  | 258.6          | 311.6          |
| Provisions  | 2.4  | 52.4           | 74.4           |
| Employee benefits                                       | 6.3  | 192.4          | 201.8          |
| Loans and borrowings                                    | 4.3  | 519.5          | 0.6            |
| Derivative financial liabilities                        | 4.4  | 40.3           | 61.4           |
| Current tax liabilities                                 | 2.3  | 30.7           | 10.4           |
| Liabilities held for sale                               | 5.1  | 14.1           | –              |
| <b>Total current liabilities</b>                        |      | <b>1,259.3</b> | <b>813.0</b>   |
| <b>Non-current liabilities</b>                          |      |                |                |
| Other payables and accrued expenses                     | 4.3  | 14.9           | 15.3           |
| Provisions  | 2.4  | 62.5           | 65.4           |
| Employee benefits                                       | 6.3  | 92.1           | 138.5          |
| Loans and borrowings                                    | 4.3  | 3,426.5        | 3,370.0        |
| Derivative financial liabilities                        | 4.4  | 52.9           | 57.8           |
| <b>Total non-current liabilities</b>                    |      | <b>3,648.9</b> | <b>3,647.0</b> |
| <b>Total liabilities</b>                                |      | <b>4,908.2</b> | <b>4,460.0</b> |
| <b>Net assets</b>                                       |      | <b>3,968.5</b> | <b>3,716.2</b> |
| <b>Equity</b>   |      |                |                |
| Contributed equity                                      | 4.9  | 8,604.5        | 8,609.3        |
| Reserves  | 4.8  | (4,342.0)      | (4,721.2)      |
| Accumulated losses                                      | 4.10 | (312.6)        | (189.3)        |
| <b>Equity attributable to owners of Asciano Limited</b> |      | <b>3,949.9</b> | <b>3,698.8</b> |
| Non-controlling interests                               |      | 18.6           | 17.4           |
| <b>Total equity</b>                                     |      | <b>3,968.5</b> | <b>3,716.2</b> |

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

FINANCIAL REPORT  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
For the year ended 30 June 2015

| \$M   | Contributed equity | Reserves         | Retained earnings | Total          | Non-controlling interests | Total          |
|---|--------------------|------------------|-------------------|----------------|---------------------------|----------------|
| Balance at 1 July 2013  | 8,606.1            | (4,703.5)        | (295.1)           | 3,607.5        | 14.8                      | 3,622.3        |
| Profit after tax  | –                  | –                | 254.4             | 254.4          | 2.6                       | 257.0          |
| Other comprehensive income (“OCI”):                             |                    |                  |                   |                |                           |                |
| Net movement in cash flow hedge reserve                         | –                  | (72.9)           | –                 | (72.9)         | –                         | (72.9)         |
| Defined benefit superannuation funds actuarial losses           | –                  | –                | (6.3)             | (6.3)          | –                         | (6.3)          |
| Foreign currency translation differences for foreign operations | –                  | 0.6              | –                 | 0.6            | –                         | 0.6            |
| Income tax benefit on OCI                                       | –                  | 22.5             | 1.9               | 24.4           | –                         | 24.4           |
| <b>Total comprehensive income</b>                               | <b>–</b>           | <b>(49.8)</b>    | <b>250.0</b>      | <b>200.2</b>   | <b>2.6</b>                | <b>202.8</b>   |
| Treasury shares allocated                                       | 7.9                | –                | –                 | 7.9            | –                         | 7.9            |
| Treasury shares acquired  | (4.7)              | –                | –                 | (4.7)          | –                         | (4.7)          |
| Transactions with owners in their capacity as owners:           |                    |                  |                   |                |                           |                |
| Profits transferred to profit reserve                           | –                  | 144.2            | (144.2)           | –              | –                         | –              |
| Dividends paid  | –                  | (117.0)          | –                 | (117.0)        | –                         | (117.0)        |
| Employee equity benefits  | –                  | 4.9              | –                 | 4.9            | –                         | 4.9            |
|   | –                  | 32.1             | (144.2)           | (112.1)        | –                         | (112.1)        |
| <b>Balance at 30 June 2014 and 1 July 2014</b>                  | <b>8,609.3</b>     | <b>(4,721.2)</b> | <b>(189.3)</b>    | <b>3,698.8</b> | <b>17.4</b>               | <b>3,716.2</b> |
| Profit after tax  | –                  | –                | 359.6             | 359.6          | 1.2                       | 360.8          |
| Other comprehensive income (“OCI”):                             |                    |                  |                   |                |                           |                |
| Net movement in cash flow hedge reserve                         | –                  | 40.8             | –                 | 40.8           | –                         | 40.8           |
| Defined benefit superannuation funds actuarial losses           | –                  | –                | 45.7              | 45.7           | –                         | 45.7           |
| Foreign currency translation differences for foreign operations | –                  | (1.3)            | –                 | (1.3)          | –                         | (1.3)          |
| Income tax benefit on OCI                                       | –                  | (12.6)           | (13.7)            | (26.3)         | –                         | (26.3)         |
| <b>Total comprehensive income</b>                               | <b>–</b>           | <b>26.9</b>      | <b>391.6</b>      | <b>418.5</b>   | <b>1.2</b>                | <b>419.7</b>   |
| <b>Treasury shares allocated</b>                                | <b>7.9</b>         | <b>–</b>         | <b>–</b>          | <b>7.9</b>     | <b>–</b>                  | <b>7.9</b>     |
| <b>Treasury shares acquired</b>                                 | <b>(12.7)</b>      | <b>–</b>         | <b>–</b>          | <b>(12.7)</b>  | <b>–</b>                  | <b>(12.7)</b>  |
| Transactions with owners in their capacity as owners:           |                    |                  |                   |                |                           |                |
| Profits transferred to profit reserve                           | –                  | 514.9            | (514.9)           | –              | –                         | –              |
| Dividends paid  | –                  | (163.3)          | –                 | (163.3)        | –                         | (163.3)        |
| Employee equity benefits  | –                  | 0.7              | –                 | 0.7            | –                         | 0.7            |
|   | –                  | 352.3            | (514.9)           | (162.6)        | –                         | (162.6)        |
| <b>Balance at 30 June 2015</b>                                  | <b>8,604.5</b>     | <b>(4,342.0)</b> | <b>(312.6)</b>    | <b>3,949.9</b> | <b>18.6</b>               | <b>3,968.5</b> |

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

FINANCIAL REPORT  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
For the year ended 30 June 2015

|   | Note | 2015<br>\$M    | 2014<br>\$M    |
|---|------|----------------|----------------|
| <b>Operating cash flows</b>   |      |                |                |
| Receipts from customers   |      | 4,293.0        | 4,435.3        |
| Payments to suppliers and employees                                       |      | (3,358.4)      | (3,485.7)      |
| Interest and other costs of finance paid                                  |      | (215.8)        | (200.4)        |
| Interest received   |      | 3.3            | 2.4            |
| Dividends received from joint ventures                                    |      | 14.5           | 12.2           |
| Net income tax payments   |      | (113.0)        | (157.0)        |
| <b>Net operating cash inflows</b>   | 2.6  | <b>623.6</b>   | <b>606.8</b>   |
| <b>Investing cash flows</b>   |      |                |                |
| Payments for property, plant and equipment and intangible assets          |      | (581.6)        | (701.2)        |
| Proceeds from sale of property, plant and equipment and intangible assets |      | 66.4           | 81.5           |
| Acquisition of subsidiaries, net of cash acquired                         |      | –              | (84.8)         |
| Repayment of loans by joint ventures                                      |      | –              | 0.5            |
| Loans to related parties  |      | (1.9)          | –              |
| <b>Net investing cash outflows</b>  |      | <b>(517.1)</b> | <b>(704.0)</b> |
| <b>Financing cash flows</b>   |      |                |                |
| Treasury shares acquired  | 4.9  | (12.7)         | (4.7)          |
| Proceeds from exercise of share options                                   |      | 5.0            | 5.2            |
| Proceeds from AUD bond issuance, net of transaction costs                 |      | 345.5          | –              |
| Proceeds from GBP bond issuance, net of transaction costs                 |      | –              | 511.8          |
| Payment of finance lease liabilities                                      |      | (0.5)          | (0.5)          |
| Repayments of borrowings  |      | (650.0)        | (715.0)        |
| Drawdown of borrowings  |      | 329.1          | 555.0          |
| Dividends paid  | 4.7  | (163.4)        | (117.0)        |
| Other   |      | 0.5            | –              |
| <b>Net financing cash (outflows)/inflows</b>                              |      | <b>(146.5)</b> | <b>234.8</b>   |
| <b>Net (decrease)/increase in cash and cash equivalents</b>               |      | <b>(40.0)</b>  | <b>137.6</b>   |
| Cash and cash equivalents at the beginning of the year                    |      | 167.3          | 29.7           |
| <b>Cash and cash equivalents at the end of the year</b>                   | 4.2  | <b>127.3</b>   | <b>167.3</b>   |

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

## 1. How we have prepared this report

This section describes the key accounting principles and policies that we have adopted in preparing the financial statements for the Group as whole. Accounting policies specific to individual elements of the financial statements have been moved to the relevant section of the report where that element is disclosed. This section also analyses the impact of any newly endorsed accounting standards which will be effective for Asciano in future years.

### Reporting entity

Asciano Limited ("Asciano") is a for profit entity domiciled in Australia. Asciano is primarily involved in the management of port and rail assets and associated operations and services. This general purpose financial report ("report") comprises the consolidated financial statements of Asciano the consolidated entity ("Asciano") and its controlled entities (together "the Group"). The consolidated financial report was authorised for issue by the Board of Directors on 18 August 2015.

### Basis of preparation

This report has been prepared in accordance with Australian Accounting Standards, including the Australian Accounting Interpretations adopted by the Australian Accounting Standards Board ("AASB"), and the *Corporations Act 2001*. The consolidated financial statements of Asciano comply with the International Financial Reporting Standards ("IFRS") and the interpretations adopted by the International Accounting Standards Board ("IASB").

### Historical cost convention

The report has been prepared under the historical cost basis except for:

- derivative financial assets and liabilities which are measured at fair value in accordance with AASB 139 Financial Instruments: Recognition and Measurement; and
- a liability or asset in respect of defined benefit superannuation funds which is measured as the present value of the defined benefit obligation less the fair value of the superannuation fund's assets and any unrecognised past service cost in accordance with AASB 119 Employee Benefits.

### Functional currency

The functional and presentation currency of the report is Australian dollars, which is the functional currency of Asciano, and all amounts have been rounded off in accordance with ASIC Class Order 98/100 to the nearest one hundred thousand dollars, or in certain cases, to the nearest one thousand dollars.

### Going concern

Asciano has a net current asset deficiency at 30 June 2015 of \$456.4 million. Given that Asciano has an unutilised syndicated revolving credit facility of \$350.0 million maturing in October 2016 and \$650.0 million maturing in October 2019, the Directors believe Asciano has the capacity to pay its debts in full as and when they fall due.

### Significant accounting policies

The significant accounting policies that have been adopted and that relate to the financial statements as a whole are set out below along with a summary of the impact of newly adopted accounting standards, amendments and interpretations, those that have not yet been adopted, and their expected impact on the reported results of the Group. A description of accounting policies specific to individual areas (e.g. revenue) have been included within the relevant note to the financial statements.

### Foreign currency transactions

Transactions in foreign currencies are translated into Asciano's functional currency at the exchange rate at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated into the respective entity's functional currency at the exchange rate at that date. Foreign exchange differences arising on translation are recognised in the statement of profit or loss or the statement of comprehensive income where appropriate.

### Change in accounting policy

The Group has applied the following standards and amendments, including any consequential amendments to other standards for the first time for the annual reporting period commencing 1 July 2014.

- AASB 2013-2 Offsetting Financial Assets and Financial Liabilities
- AASB 2013-3 Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets
- AASB 2013-4 Amendments to Australian Accounting Standards – Novation of Derivatives and Continuation of Hedge Accounting
- AASB 2014-1 Part A: Annual improvements 2010-2012 and 2011-2013 cycles
- AASB 2014-1 Part B: Defined Benefit Plans: Employee Contributions (Amendments to AASB 119)
- ASX Corporate Governance Principles and Recommendations

As a result of adopting the new accounting standards and amendments the Group has made various changes to accounting policies which have had no material impact on the Group.

**New accounting standards and interpretations**

A number of new accounting standards and interpretations have been published that are not mandatory for 30 June 2015 reporting periods and have not been early adopted by the Group. The Group's assessment of the impact of these new standards and interpretations is set out below:

| New or amended standards  | Summary of requirements   | Possible impact on consolidated financial statements   |
|---|---|--|
| AASB 9 Financial Instruments  | <p>AASB 9, published in July 2014, replaces the existing guidance in AASB 139 Financial Instruments: Recognition and Measurement. AASB 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from AASB 139.</p> <p>AASB 9 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted.</p> | <p>The Group has not yet completed its assessment of the potential impact on its consolidated financial statements resulting from the application of AASB 9.</p>   |
| AASB 15 Revenue from Contracts with Customers (Effective 1 July 2014) | <p>AASB 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including AASB 118 Revenue and AASB 111 Construction Contracts.</p> <p>AASB 15 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted.</p>   | <p>The Group has completed an initial assessment of the potential impact on its consolidated financial statements resulting from the application of AASB 15 and determined that there is no material impact.</p> |

There are no other standards that are not yet effective and that are expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

## 1. How we have prepared this report (continued)

### Critical accounting estimates and judgements

In the preparation of this report the Group was required to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, and where necessary revisions are recognised in the period in which the estimate is revised.

Significant areas of estimation and critical judgements include impairment, depreciation, taxation, provisions for employee entitlements and other obligations. Further details of the nature of these assumptions and conditions are found in the relevant note.

### Changes to the presentation of the financial statements and notes to the financial statements

In preparing these financial statements, we have changed the format and layout in order to make them less complex and more relevant to shareholders. We have grouped notes under seven key headings:

- How we have prepared this report
- How we have performed this year
- Our business platform
- How we fund the business and manage risks
- How we structure the business
- How we remunerate our employees
- Other

Each section sets out the accounting policies applied in producing these notes together with any key judgements and estimates used. The purpose of these changes is to provide readers with a clearer understanding of what drives financial performance and position of the Group. As part of this exercise, a number of balances (including the prior year comparatives) have been disaggregated and shown separately on the Consolidated Statement of Financial Position and the Consolidated Statement of Profit or Loss.

The impact of the change to disclosed balance sheet categories on the Consolidated Statement of Financial Position is as follows:

|                                     | RESTATED |       |
|-------------------------------------|----------|-------|
|                                     | 2014     | 2014  |
|                                     | \$M      | \$M   |
| <b>Non-current assets</b>           |          |       |
| Trade and other receivables         | 1.9      | 58.1  |
| Loans to joint ventures             | 56.2     | –     |
| Prepayments                         | –        | 2.2   |
| Other assets                        | –        | 1.7   |
| Prepayments and other assets        | 3.9      | –     |
| <b>Current liabilities</b>          |          |       |
| Trade and other payables            | –        | 464.4 |
| Trade payables                      | 152.8    | –     |
| Other payables and accrued expenses | 311.6    | –     |
| Provisions and employee benefits    | –        | 276.2 |
| Provisions                          | 74.4     | –     |
| Employee benefits                   | 201.8    | –     |
| <b>Non-current liabilities</b>      |          |       |
| Trade and other payables            | –        | 136.1 |
| Other payables and accrued expenses | 15.3     | –     |
| Employee benefits                   | 120.8    | –     |
| Provisions and employee benefits    | –        | 83.1  |
| Provisions                          | 65.4     | –     |
| Employee benefits                   | 17.7     | –     |

## 2. How we have performed this year

This section focuses on the operating results and financial performance of the Group. This section includes disclosures relative to segmental financial information, taxes, provisions and earnings per share including the relevant accounting policies adopted in each area.

The Group's key operating measure, at a segment level, is underlying earnings before interest and tax (underlying EBIT) which excludes the impact of material items. This reflects the way the operating businesses are managed and assessed from a profit and loss perspective by the Chief Operating Decision-maker.

An item is considered to be a material item, and disclosed as such, if it is deemed to be of a one-off nature and of sufficient quantum that it would have a distorting impact on the understanding of the underlying performance of the business.

### 2.1 Segment reporting

#### Accounting policy

A segment is a distinguishable component of Asciano that participates in business activities from which it may earn revenues and incur expenses. The operating results of the segments are regularly reviewed by the entity's Chief Operating Decision-maker, John Mullen (CEO), enabling decisions about the allocation of resources to the segments and to assess their performance.

#### Segmental reporting structure

With effect from 1 July 2014, Asciano amended its segmental reporting structure following the decision to integrate Pacific National Coal and Pacific National Rail into a consolidated Pacific National business. With effect from this date, the Pacific National business is reported as one reporting segment encompassing all bulk rail haulage activities including coal, grain, construction materials and other bulks and all National Intermodal activities.

All prior year segment comparatives in this report have been restated to reflect these changes.

As such, for the 2015 financial year Asciano comprises the following three reportable segments:

- Pacific National – consists of two broad business activities: National Intermodal freight haulage and Bulk Haulage. The National Intermodal freight haulage business provides interstate containerised freight services, interstate break bulk freight (steel), regional freight rail services in Queensland and hook and pull services for passenger trains. The Bulk Haulage business hauls a range of bulk goods around Australia by rail including coal, grain for domestic and export markets, minerals concentrate and construction materials.
- Terminals & Logistics – consists of container stevedoring and associated import/export container supply chain logistics services from ship to destination and origin to ship. This division holds long-term lease concessions at container terminals in Brisbane, Sydney, Melbourne and Perth (Fremantle).
- Bulk & Automotive Port Services – consists of a number of business activities providing port services and integrated supply chain solutions to customers including automotive stevedoring, vehicle processing, transport and storage, bulk and general stevedoring services, port related services and infrastructure management for bulk and general cargo.

#### Preparation of segmental information

Asciano operates principally in Australia and has no single external customer for which revenues amount to 10% or more of total revenue.

Inter-segment pricing is determined on an arm's length basis and is generated from:

- rolling stock and train crew services provided by Pacific National to Terminals & Logistics and Bulk & Automotive Port Services; and
- rental income derived by Asciano Corporate from the various businesses that occupy premises owned by Asciano Corporate.

Segment results include items directly attributable to a segment, as well as those that can be allocated on a reasonable basis. Unallocated items in the profit or loss comprise mainly interest and financing income and expenses, certain corporate head office expenses, and income tax assets and liabilities.

#### Material items

Material items comprise items of income or expense which are considered to be relevant to explaining the performance of Asciano and are, either individually or in aggregate, material to Asciano. Such items are likely to include, but are not restricted to, gains or losses on the sale or termination of operations, the cost of significant Asciano-wide reorganisations or restructurings, accelerated depreciation charges to tangible assets and write-off of deferred establishment costs. This information assists the users of Asciano's financial statements in their understanding of the underlying business results.

## 2.1 Segment reporting (continued)

The segment results for the year reconciled to the Group profit after tax are set out in the following table:

| 2015<br>\$M   | Pacific<br>National | Terminals &<br>Logistics | Bulk & Auto<br>Port<br>Services | Eliminations/<br>unallocated | Total          |
|---|---------------------|--------------------------|---------------------------------|------------------------------|----------------|
| <b>Revenue</b>  |                     |                          |                                 |                              |                |
| External revenue  | 2,367.7             | 748.9                    | 677.7                           | 1.1                          | 3,795.4        |
| Inter-segment revenue   | 47.5                | –                        | –                               | (47.5)                       | –              |
|   | 2,415.2             | 748.9                    | 677.7                           | (46.4)                       | 3,795.4        |
| Other income  | 15.5                | 0.4                      | 27.7                            | 0.1                          | 43.7           |
| <b>Revenue and other income</b>   | <b>2,430.7</b>      | <b>749.3</b>             | <b>705.4</b>                    | <b>(46.3)</b>                | <b>3,839.1</b> |
| Operating expenses  | (1,584.7)           | (537.5)                  | (606.0)                         | 15.3                         | (2,712.9)      |
| Share of net profit of joint ventures   | –                   | 1.3                      | 14.5                            | –                            | 15.8           |
| <b>Profit/(loss) before depreciation, amortisation, net<br/>finance costs, material items and tax</b> | <b>846.0</b>        | <b>213.1</b>             | <b>113.9</b>                    | <b>(31.0)</b>                | <b>1,142.0</b> |
| Depreciation  | (218.4)             | (51.7)                   | (28.5)                          | (5.3)                        | (303.9)        |
| Amortisation  | (30.6)              | (3.5)                    | (2.2)                           | (11.6)                       | (47.9)         |
| <b>Profit/(loss) before net finance costs, material items<br/>and tax</b>                             | <b>597.0</b>        | <b>157.9</b>             | <b>83.2</b>                     | <b>(47.9)</b>                | <b>790.2</b>   |
| Finance income  | –                   | –                        | –                               | –                            | 3.3            |
| Finance expense   | –                   | –                        | –                               | –                            | (207.8)        |
| <b>Profit before material items and tax</b>   |                     |                          |                                 |                              | <b>585.7</b>   |
| <b>Material items</b>   |                     |                          |                                 |                              |                |
| Pacific National integration <sup>1</sup>   | (35.7)              | –                        | –                               | –                            | (35.7)         |
| Port Botany redevelopment <sup>2</sup>  | –                   | (36.6)                   | –                               | –                            | (36.6)         |
| Other restructuring expenses <sup>3</sup>   | –                   | (0.3)                    | (4.2)                           | (1.9)                        | (6.4)          |
| <b>Profit before tax</b>  |                     |                          |                                 |                              | <b>507.0</b>   |
| Tax expense   | –                   | –                        | –                               | –                            | (146.2)        |
| <b>Profit after tax</b>   |                     |                          |                                 |                              | <b>360.8</b>   |

### Material items

- The integration of the PN Coal and PN Rail businesses into a single Pacific National business continued in the current financial year, resulting in further material costs including:
  - additional employee restructuring costs of \$27.1 million recognised as part of the employee benefit expense; and
  - asset write-offs of \$8.6 million principally related to the scrapping of additional locomotives and wagons and included as part of the depreciation expense.

The further integration costs recognised in the current financial year include restructuring and asset write-offs associated with the implementation of a coordinated National Operations Centre across Pacific National.
- The finalisation of the redevelopment of the Port Botany terminal resulted in a number of one-off costs which have been recognised as material items. The main costs recognised during the 2015 financial year included:
  - restructuring costs of \$5.5 million recognised as part of the employee benefits expense; and
  - other costs of \$31.1 million reflecting additional operational costs as a result of the sub-contracting of work due to the impact of construction works and the costs associated with training the workforce to operate the automated terminal.
- The expansion of the Business Improvement Program announced by Asciano in the 2014 financial year resulted in the Group recognising additional restructuring costs of \$6.4 million in the current financial year.

FINANCIAL REPORT  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
For the year ended 30 June 2015

| 2014<br>\$M   | Pacific<br>National | Terminals &<br>Logistics | Bulk & Auto<br>Port<br>Services | Eliminations/<br>unallocated | Total     |
|---|---------------------|--------------------------|---------------------------------|------------------------------|-----------|
| <b>Revenue</b>  |                     |                          |                                 |                              |           |
| External revenue  | 2,449.1             | 704.2                    | 761.2                           | 11.6                         | 3,926.1   |
| Inter-segment revenue   | 22.3                | 44.4                     | –                               | (66.7)                       | –         |
|   | 2,471.4             | 748.6                    | 761.2                           | (55.1)                       | 3,926.1   |
| Other income  | 17.6                | –                        | 32.2                            | 18.7                         | 68.5      |
| Revenue and other income  | 2,489.0             | 748.6                    | 793.4                           | (36.4)                       | 3,994.6   |
| Operating expenses  | (1,743.0)           | (548.9)                  | (687.0)                         | 21.4                         | (2,957.5) |
| Share of net profit of joint ventures   | –                   | 1.3                      | 13.6                            | –                            | 14.9      |
| Profit/(loss) before depreciation, amortisation, net<br>finance costs, material items and tax | 746.0               | 201.0                    | 120.0                           | (15.0)                       | 1,052.0   |
| Depreciation  | (203.4)             | (48.6)                   | (28.4)                          | (4.7)                        | (285.1)   |
| Amortisation  | (30.7)              | (2.1)                    | (2.1)                           | (11.7)                       | (46.6)    |
| Profit/(loss) before net finance costs, material items<br>and tax                             | 511.9               | 150.3                    | 89.5                            | (31.4)                       | 720.3     |
| Finance income  |                     |                          |                                 |                              | 2.4       |
| Finance expense   |                     |                          |                                 |                              | (227.7)   |
| Profit before material items and tax  |                     |                          |                                 |                              | 495.0     |
| <b>Material items</b>   |                     |                          |                                 |                              |           |
| Pacific National integration <sup>1</sup>   | (81.8)              | –                        | –                               | –                            | (81.8)    |
| Port Botany redevelopment <sup>2</sup>  | –                   | (38.5)                   | –                               | –                            | (38.5)    |
| Other restructuring expenses <sup>3</sup>   | –                   | (4.3)                    | (4.4)                           | (7.3)                        | (16.0)    |
| Profit before tax   |                     |                          |                                 |                              | 358.7     |
| Tax expense   |                     |                          |                                 |                              | (101.7)   |
| Profit after tax  |                     |                          |                                 |                              | 257.0     |

**Material items**

- On 18 February 2014, Asciano announced a formal program to integrate the PN Coal and PN Rail businesses into a single Pacific National business. This integration process resulted in a number of one-off material costs in the 2014 financial year including:
  - employee restructuring costs of \$26.2 million recognised as part of the employee benefit expense;
  - asset write-offs of \$52.4 million principally related to the scrapping of locomotives and wagons and are included as part of the depreciation expense; and
  - other project related costs of \$3.2 million.
- The redevelopment of the Port Botany terminal resulted in a number of one-off costs which have been recognised as material items. The main costs recognised during the 2014 financial year included:
  - restructuring costs of \$10.5 million recognised as part of the employee benefits expense;
  - an additional depreciation charge of \$22.1 million reflecting both the write-off of assets and the shorter useful economic life of assets that have become obsolete during the year or will become so by the end of the redevelopment; and
  - other costs of \$5.9 million reflecting additional operational costs as a result of the impact of construction works and the costs associated with training the workforce to operate the automated terminal.
- On 18 February 2014, Asciano announced an expansion of its Business Improvement Program including a review of corporate and divisional support functions as well as operational functions across the Group. As a result of these reviews, the Group has recognised other restructuring costs of \$16.0 million in the 2014 financial year.

## 2.1 Segment reporting (continued)

### Accounting policy

Segment assets and liabilities include items directly attributable to a segment, as well as those that can be allocated on a reasonable basis.

Unallocated items comprise mainly investments, loans and borrowings, corporate assets such as head office leasehold properties and income tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment, and intangible assets other than goodwill.

The segment contribution to Group assets and liabilities are set out below:

| 2015<br>\$M                     | Pacific<br>National | Terminals &<br>Logistics | Bulk & Auto<br>Port<br>Services | Eliminations/<br>unallocated | Total          |
|---------------------------------|---------------------|--------------------------|---------------------------------|------------------------------|----------------|
| Assets                          | 4,361.6             | 2,659.5                  | 665.9                           | 1,166.0                      | 8,853.0        |
| Equity accounted investments    | –                   | 3.4                      | 27.0                            | –                            | 30.4           |
| Segment assets                  | 4,361.6             | 2,662.9                  | 692.9                           | 1,166.0                      | 8,883.4        |
| Segment liabilities             | (685.7)             | (332.2)                  | (309.4)                         | (3,587.6)                    | (4,914.9)      |
| <b>Net assets/(liabilities)</b> | <b>3,675.9</b>      | <b>2,330.7</b>           | <b>383.5</b>                    | <b>(2,421.6)</b>             | <b>3,968.5</b> |
| <b>Capital expenditure</b>      | <b>259.0</b>        | <b>230.2</b>             | <b>65.1</b>                     | <b>12.6</b>                  | <b>566.9</b>   |
| 2014                            |                     |                          |                                 |                              |                |
| Assets                          | 4,307.6             | 2,490.4                  | 639.9                           | 707.4                        | 8,145.3        |
| Equity accounted investments    | –                   | 2.9                      | 28.0                            | –                            | 30.9           |
| Segment assets                  | 4,307.6             | 2,493.3                  | 667.9                           | 707.4                        | 8,176.2        |
| Segment liabilities             | (499.2)             | (380.1)                  | (321.6)                         | (3,259.1)                    | (4,460.0)      |
| Net assets/(liabilities)        | 3,808.4             | 2,113.2                  | 346.3                           | (2,551.7)                    | 3,716.2        |
| Capital expenditure             | 398.1               | 278.1                    | 48.3                            | 29.2                         | 753.7          |

## 2.2 Revenue and other income

### Accounting policy

Revenue is measured at the amount received or receivable from the customer, net of GST, for services rendered. Revenue recognition is not considered to be a critical area of judgement and estimate for the Group.

The material revenue streams and the recognition principles applied by the Group are as follows:

**Rail haulage** Rail haulage revenue is earned from the movement of containerised and bulk freight. Revenue is recognised when the risks and rewards are transferred to the customer, generally considered to be when the freight arrives at its intended destination. Revenue is presented net of any customer rebates, and includes the recoverable track access fees and fuel related costs when paid by Asciano on behalf of the customer.

**Stevedoring** Stevedoring revenue is earned from the loading and unloading of containerised and bulk freight between land and sea transportation. Revenue derived from the movement of containerised freight is normally recognised at the point of vessel departure. Revenue derived from the movement of bulk freight is recognised in accordance with the terms of the customer contract, usually when the loading or unloading of the vessel is complete.

**Other logistics** Other logistics revenue is primarily earned from the processing, storage and movement of freight across import/export supply chains, generally between the wharf and the customer specified origin/destination. Revenue is recognised following the provision of the service and/or in accordance with agreed contractual terms.

|   | 2015<br>\$M    | 2014<br>\$M    |
|---|----------------|----------------|
| <b>Revenue</b>                                    |                |                |
| Rail haulage                                      | 2,286.2        | 2,300.9        |
| Stevedoring                                       | 670.2          | 699.8          |
| Other logistics                                   | 839.0          | 925.4          |
| <b>Total revenue</b>                              | <b>3,795.4</b> | <b>3,926.1</b> |
| <b>Other income</b>                               |                |                |
| Net gain on sale of property, plant and equipment | 24.7           | 26.0           |
| Lease rental income                               | 19.3           | 13.3           |
| Other   | (0.3)          | 29.2           |
| <b>Total other income</b>                         | <b>43.7</b>    | <b>68.5</b>    |

### Other income

The net gain from the sale of property, plant and equipment is inclusive of a gain of \$19.8 million related to the sale of land at Laverton North.

In the comparative period, the net profit from the sale of property, plant and equipment included a \$14.7 million gain on sale of land at Ingleburn and a \$10.7 million gain on sale of land at Pedders Creek, Adelaide.

In the comparative period, other income included income arising on the settlement reached with the Port of Melbourne Corporation in relation to the early lease termination at Webb Dock and associated costs.

## 2.3 Taxes

### Accounting policy

Tax expense comprises current and deferred tax and is recognised in the statement of profit or loss or the statement of comprehensive income according to the accounting treatment of the related transaction.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to tax in respect of previous years. Deferred tax expense represents the tax expense in respect of the future tax consequences of recovering or settling the carrying amount of an asset or liability. Both are calculated using tax rates for each jurisdiction, enacted or substantially enacted at the reporting date, and for deferred tax those that are expected to apply when the asset is realised or the liability is settled.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- initial recognition of assets or liabilities, other than in a business combination, that affect neither accounting nor taxable profit;
- recognition of goodwill; and
- investments in subsidiaries to the extent that they will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and they relate to the same taxable entity and the same taxation authority.

Asciano Limited and its wholly owned Australian resident entities are part of a tax consolidated group and are therefore taxed as a single entity. The head entity within the tax consolidated group is Asciano Limited, and a tax sharing agreement has been put in place between it and the entities in the tax consolidated group. The tax sharing agreement details how the income tax liabilities would be allocated between the entities should Asciano Limited default on its tax obligations.

Current tax expense/income, deferred tax liabilities and deferred tax assets of the members of the tax consolidated group are recognised in the separate financial statements of the members using the "group allocation method", by reference to the carrying amounts in the separate financial statements of each entity and the tax values applying under tax consolidation.

Assets or liabilities arising under tax funding arrangements are recognised as amounts receivable from or payable to other entities in the Group, and are due and payable as requested by the head entity.

### Critical accounting estimates and judgements

#### *Interpretation and application of tax legislation*

Asciano's accounting for income tax requires the Group's judgement as to the types of arrangements considered to be subject to tax. Judgement is also required in relation to the application of existing tax legislation, including the impact of Australian Taxation Office interpretation and ongoing Federal Government reviews of existing legislation.

#### *Recoverability of deferred tax assets*

Deferred tax assets, including those arising from carried forward losses, capital losses and temporary differences, are recognised when it is considered more likely than not that they will be recovered. Recoverability is dependent on the generation of sufficient future taxable profits. Assumptions about the generation of future taxable profits depend on the Group's estimates of future cash flows, which in turn depend on estimates of future sales volumes, operating costs, capital expenditure, dividends to shareholders and other capital management transactions.

The Asciano tax consolidated group has \$23.9 million of unrecognised benefits (\$7.2 million deferred tax asset) relating to capital assets, which have not been recognised as it is not considered probable that there would be taxable income against which they could be utilised.

The total taxation charge in the statement of profit or loss is analysed as follows:

|   | 2015<br>\$M  | 2014<br>\$M  |
|---|--------------|--------------|
| Current tax expense   | 131.3        | 119.6        |
| Deferred tax expense/(benefit)  | 18.8         | (15.4)       |
| Adjustments of deferred tax for prior periods                           | (5.8)        | 0.6          |
| Adjustments of current tax for prior periods                            | 1.9          | (3.1)        |
| <b>Total income tax expense</b>   | <b>146.2</b> | <b>101.7</b> |
| <b>Reconciliation of income tax expense to prima facie tax payable:</b> |              |              |
| Profit before tax   | 507.0        | 358.7        |
| Income tax at 30% (2014: 30%)   | 152.1        | 107.6        |
| Other non-deductible items  | 0.4          | 0.5          |
| Recognition and derecognition of temporary differences                  | 1.7          | –            |
| Non-assessable equity accounted profit                                  | (4.7)        | (4.6)        |
| Assessable income and distributions from associate investments          | 6.5          | 4.7          |
| Franking credits on taxable dividends                                   | (4.5)        | (3.5)        |
| Adjustments of current tax for prior periods                            | 1.9          | (3.1)        |
| Adjustments of deferred tax for prior periods                           | (5.8)        | 0.6          |
| Difference in overseas tax rates  | (0.3)        | (0.5)        |
| Other non-deductible expenses   | (1.1)        | (0.5)        |
| <b>Income tax expense recognised in the profit or loss</b>              | <b>146.2</b> | <b>101.7</b> |
| <b>Tax recognised directly in other comprehensive income</b>            |              |              |
| Changes in fair value of cash flow hedge                                | 12.6         | (22.5)       |
| Defined benefit superannuation funds actuarial gains/(losses)           | 13.7         | (1.9)        |
|   | 26.3         | (24.4)       |
| <b>Other</b>  |              |              |
| Deferred tax balances acquired in business combinations                 | –            | (1.5)        |

### Effective tax rate for the Group

For the year ended 30 June 2015, the Group's effective tax rate was 28.8% (2014: 28.4%).

Asciano's effective tax rate has been calculated in accordance with AASB 112 by dividing the Group's income tax expense by the Group's accounting profit before tax.

As the Asciano income tax consolidated group has income in excess of \$100 million per annum, under provisions enacted in 2013 in the *Tax Administration Act 1953*, the Australian Taxation Office ("ATO") will publish certain key income tax statistics in relation to Asciano such as total income, taxable income and Australian income tax payable. It is expected that the statistics for the year ended 30 June 2014 will be published towards the end of the 2015 calendar year.

There are various reasons why the Group's accounting profit may differ from the taxable income published by the ATO, including:

- Asciano's consolidated financial statements include wholly and partially owned subsidiaries (including New Zealand subsidiaries) whereas the statistics published by the ATO relate only to Asciano Limited and its wholly owned Australian subsidiaries, which form the Asciano income tax consolidated group.
- It is common for accounting depreciation and tax depreciation/capital allowances to be calculated differently. This may be due to differences in effective lives, methods (straight line or diminishing value), cost bases, or eligibility criteria.
- There are various other differences in the timing of the recognition of income or deductions for accounting and tax purposes. A common example is the employee leave provisions which are deductible as paid for tax purposes and expensed on an accruals basis for accounting purposes.
- Asciano's accounting profit before tax includes profits attributed from equity accounted investments that are not assessable for tax purposes. Asciano would generally only be assessed for tax purposes on distributions received from these investments.

### 2.3 Taxes (continued)

Similarly, income tax paid by a company in respect of a year of income will generally differ from the amount of tax paid in the company's cash flow statement for various reasons including:

- income tax payments that relate to an income year are generally not wholly paid within the financial year; and
- income tax paid by equity accounted investments would not be reported in the Group's cash flow statement.

#### Current tax assets and liabilities

The current tax payable for Asciano of \$30.7 million (2014: \$10.4 million payable) for the current reporting period represents \$32.6 million of income tax payable for the Asciano tax consolidated group and a \$1.9 million tax receivable for Asciano subsidiaries that are not members of the Asciano tax consolidated group.

#### Recognised deferred tax assets and liabilities

The nature and movements in deferred tax assets/liabilities during the year were as follows:

|                                     | Balance<br>1 July<br>\$M | Recognised<br>in the<br>statement of<br>profit or loss<br>\$M | Acquired<br>in business<br>combinations<br>\$M | Recognised<br>in equity<br>\$M | Utilisation<br>of tax<br>losses<br>\$M | Other <sup>1</sup><br>\$M | Balance<br>30 June<br>\$M | Assets<br>\$M | Liabilities<br>\$M |
|-------------------------------------|--------------------------|---|--|--------------------------------|--|---------------------------|---------------------------|---------------|--------------------|
| <b>2015</b>                         |                          |   |  |                                |  |                           |                           |               |                    |
| Property, plant and equipment       | (60.6)                   | (14.8)  | –  | –                              | –                                      | –                         | (75.4)                    | 39.5          | (114.9)            |
| Intangible assets                   | (27.6)                   | 9.2   | –  | –                              | –                                      | –                         | (18.4)                    | –             | (18.4)             |
| Derivatives                         | 40.3                     | 2.3   | –  | (12.6)                         | –                                      | –                         | 30.0                      | 30.0          | –                  |
| Inventories                         | 13.3                     | (2.1)   | –  | –                              | –                                      | –                         | 11.2                      | 12.6          | (1.4)              |
| Annual leave                        | 27.7                     | (1.6)   | –  | –                              | –                                      | –                         | 26.1                      | 26.1          | –                  |
| Long service leave                  | 32.5                     | 0.8   | –  | –                              | –                                      | –                         | 33.3                      | 33.3          | –                  |
| Other employee provisions           | 53.7                     | (1.5)   | –  | (13.7)                         | –                                      | –                         | 38.5                      | 38.5          | –                  |
| Restructuring provision             | 12.8                     | (2.7)   | –  | –                              | –                                      | –                         | 10.1                      | 10.1          | –                  |
| Other provisions                    | 7.9                      | (2.1)   | –  | –                              | –                                      | –                         | 5.8                       | 5.8           | –                  |
| Other                               | 9.2                      | (0.5)   | –  | –                              | –                                      | 0.7                       | 9.4                       | 12.1          | (2.7)              |
| <b>Net tax assets/(liabilities)</b> | <b>109.2</b>             | <b>(13.0)</b>   | <b>–</b>                                       | <b>(26.3)</b>                  | <b>–</b>                               | <b>0.7</b>                | <b>70.6</b>               | <b>208.0</b>  | <b>(137.4)</b>     |
| <b>2014</b>                         |                          |   |  |                                |  |                           |                           |               |                    |
| Property, plant and equipment       | (42.1)                   | (17.0)  | (1.5)  | –                              | –                                      | –                         | (60.6)                    | 44.9          | (105.5)            |
| Intangible assets                   | (35.5)                   | 8.6   | (0.7)  | –                              | –                                      | –                         | (27.6)                    | –             | (27.6)             |
| Derivatives                         | 12.3                     | 5.5   | –  | 22.5                           | –                                      | –                         | 40.3                      | 55.5          | (15.2)             |
| Inventories                         | 6.3                      | 7.0   | –  | –                              | –                                      | –                         | 13.3                      | 14.5          | (1.2)              |
| Annual leave                        | 26.3                     | 1.0   | 0.4  | –                              | –                                      | –                         | 27.7                      | 27.7          | –                  |
| Long service leave                  | 30.6                     | 1.9   | –  | –                              | –                                      | –                         | 32.5                      | 32.5          | –                  |
| Other employee provisions           | 49.7                     | 2.1   | –  | 1.9                            | –                                      | –                         | 53.7                      | 53.7          | –                  |
| Restructuring provision             | 5.6                      | 7.2   | –  | –                              | –                                      | –                         | 12.8                      | 12.8          | –                  |
| Other provisions                    | 10.4                     | (2.6)   | 0.1  | –                              | –                                      | –                         | 7.9                       | 7.7           | 0.2                |
| Other                               | 8.4                      | 1.1   | (0.3)  | –                              | –                                      | –                         | 9.2                       | 14.7          | (5.5)              |
| Tax losses carried forward:         |                          |   |  |                                |  |                           |                           |               |                    |
| Revenue                             | –                        | –   | 0.5  | –                              | (0.5)                                  | –                         | –                         | –             | –                  |
| <b>Net tax assets/(liabilities)</b> | <b>72.0</b>              | <b>14.8</b>   | <b>(1.5)</b>                                   | <b>24.4</b>                    | <b>(0.5)</b>                           | <b>–</b>                  | <b>109.2</b>              | <b>264.0</b>  | <b>(154.8)</b>     |

1. Other includes \$0.7 million of deferred tax liabilities transferred to liabilities held for sale.

## 2.4 Provisions and contingent liabilities

### Accounting policy

A provision is recognised in the statement of financial position if, as a result of a past event, Asciano has a present legal or constructive obligation, it is probable that cash will be paid to settle the obligation and that an amount can be estimated reliably. The amount to recognise is determined by discounting the expected future cash outflows by a rate that reflects the current market assessment of the time value of money and the risks specific to the liability.

The unwinding of the discount is recognised as a finance cost.

Variances in any of the assumptions used in recognising provisions can have a material impact on the provision recorded in the following year and are recognised prospectively in profit or loss.

A liability that is not sufficiently certain to qualify for recognition as a provision and where uncertainty may exist regarding the outcome of future events is disclosed in these financial statements as a contingent liability where it is considered material to the user's understanding of the Asciano financial statements.

### Critical accounting estimates and judgements

#### Workers compensation self-insurance

Where Asciano acts as a self-insurer for workers compensation claims under relevant federal, state and territory legislation, a provision is made for all individual workers compensation claims incurred and both reported and not reported claims up to \$1.0 million. Independent actuarial valuations are used to estimate the provision required. Individual claims over \$1.0 million are reinsured. The determination of the provision required is dependent on a number of assumptions including the total future cost to finalise existing open claims, wage increases that will impact existing claims, a discount rate that is based on Australian Corporate Bond yields as per the Milliman report, inflation, and the amount of claims that have been incurred but not yet reported.

#### Restructuring

A provision for restructuring is recognised when the business has approved a detailed and formal restructuring plan and the restructuring has either commenced or has been announced publicly and there is a valid expectation amongst those affected. The provision calculation includes several estimates and assumptions including the timing and cost of site closures, timing and cost of curtailment of operations and costs for incidental services such as legal and consulting. Estimates are also required of the likely number of employees who will exit the business, number of staff who may accept redeployment, final cost of property and site make-good, asset valuations and realisation from sale of discontinued assets.

#### Incident

Where Asciano is involved in an incident, such as a train derailment, and it is probable that Asciano will be held liable for the consequential damage, a provision equal to the estimated cost of third party claims is recognised.

#### Travel passes

The provision in respect of travel passes arises from Asciano's obligation to retired ex-employees of FreightCorp (the business acquired by an Asciano subsidiary in 2002), who held a life-long travel pass and ex-employees of FreightCorp, who became employees of Pacific National, who were expected to become entitled to a retiree pass on exiting the business.

A significant portion of the liability is in relation to retirees who were never employees of Asciano (the liability was assumed by Asciano as a result of the business combination in 2002) and therefore the provision is not treated as an employee benefit for reporting purpose. The provision represents the estimated cost of these passes over the lifetime of the travel pass holders, including the associated fringe benefit tax, and is based on an independent actuarial assessment conducted by ABS (PL) Pty Limited taking into account estimates of the age of the passholder, length of service, expected exit date, and life expectancy.

For the current reporting period, Asciano used a discount rate based on Corporate Bond yields to determine the travel pass provision required. In prior periods, the discount rate used in determining this liability was based on NSW Bond yields.

The effect of the change to the discount rate on the Consolidated Statement of Financial Position is as follows:

| 2015   |               |
|--|---------------|
| \$M  | Travel passes |
| Balance as at 30 June 2015 using NSW Bond rate                 | 39.9          |
| Impact of the change from NSW Bond rate to Corporate Bond rate | (5.9)         |
| Balance as at 30 June 2015                                     | 34.0          |

The effect on the Consolidated Statement of Profit or Loss is as follows:

|  |     |
|--|-----|
| Decrease in employee benefit expenses (net of tax) | 4.1 |
| Decrease in profit after tax                       | 4.1 |

## 2.4 Provisions and contingent liabilities (continued)

### Critical accounting estimates and judgements

#### Other provisions

Other provisions include, for example, the crane decommissioning provision, site restoration provision and legal provisions. Legal provisions represent an estimate of the cost of defending and/or settling any claims against Asciano. Timing of expenditure varies on a case-by-case basis.

### Provisions

The movements in provisions during the year are as follows:

| 2015<br>\$M              | Workers<br>compensation | Restructuring | Incident   | Travel<br>passes | Site<br>restoration | Other      | Total        |
|--------------------------|-------------------------|---------------|------------|------------------|---------------------|------------|--------------|
| Opening balance          | 28.1                    | 44.5          | 15.2       | 35.3             | 9.7                 | 7.0        | 139.8        |
| Made                     | 4.1                     | 40.3          | 5.0        | –                | 0.6                 | 0.2        | 50.2         |
| Reclass to held for sale | –                       | –             | –          | –                | –                   | (0.2)      | (0.2)        |
| Utilised                 | (5.8)                   | (51.8)        | (6.5)      | (0.8)            | (1.4)               | (2.6)      | (68.9)       |
| Reversed                 | –                       | –             | (6.5)      | (1.6)            | –                   | –          | (8.1)        |
| Discount unwind          | 0.6                     | –             | –          | 1.1              | –                   | 0.4        | 2.1          |
| <b>Closing balance</b>   | <b>27.0</b>             | <b>33.0</b>   | <b>7.2</b> | <b>34.0</b>      | <b>8.9</b>          | <b>4.8</b> | <b>114.9</b> |
| Represented by:          |                         |               |            |                  |                     |            |              |
| Current                  | 5.1                     | 32.8          | 7.2        | 1.5              | 2.2                 | 3.6        | 52.4         |
| Non-current              | 21.9                    | 0.2           | –          | 32.5             | 6.7                 | 1.2        | 62.5         |
|                          | <b>27.0</b>             | <b>33.0</b>   | <b>7.2</b> | <b>34.0</b>      | <b>8.9</b>          | <b>4.8</b> | <b>114.9</b> |

Provisions made include \$40.3 million for restructuring costs which primarily relates to \$26.0 million of expected employee redundancy costs in the Pacific National division and \$5.6 million relates to additional costs of termination payments made to employees impacted by the restructuring at Port Botany.

Provisions utilised during the year include \$51.8 million of restructuring costs. The majority of this relates to termination payments made to employees restructured as part of the redevelopment of Port Botany and the ongoing restructuring in Pacific National.

### Contingent liabilities

#### Litigation

From time to time, Asciano is subject to claims and litigation during the normal course of business. The Board has given consideration to such matters, which are or may be subject to litigation at year end and, subject to specific provisions raised, is of the opinion that no material liability exists.

#### Environmental liabilities

Asciano provides for all known environmental liabilities. While the Board believes that its provisions for environmental rehabilitation are adequate, there can be no assurance that material new provisions will not be required as a result of new information or regulatory requirements with respect to known sites, or identification of new remedial obligations at other sites.

## 2.5 Earnings per share

### Accounting policy

Basic earnings per share is calculated by dividing the net profit or loss attributable to shareholders of Asciano Limited by the weighted average number of ordinary shares outstanding during the year. Shares on issue are adjusted for the impact of treasury shares which consist of shares in Asciano that are held in trust for the benefit of satisfying equity compensation plans.

Diluted earnings per share reflects any commitments Asciano has to issue shares in the future to the extent that they will have a dilutive impact on the existing shares. In 2015, this comprised share rights from the Group's equity-based compensation plan. To calculate the impact it is assumed that all share rights are exercised.

|                                   | 2015<br>cents | 2014<br>cents |
|-----------------------------------|---------------|---------------|
| Parent basic earnings per share   | 36.9          | 26.1          |
| Parent diluted earnings per share | 36.8          | 26.1          |

The calculation of earnings per share was based on the information as follows:

|  |       |       |
|--|-------|-------|
| Profit attributable to Parent shareholders | 359.6 | 254.4 |
|--|-------|-------|

|   | 2015           | 2014           |
|---|----------------|----------------|
| Basic weighted average number of ordinary shares          |                |                |
| <b>In thousands of shares</b>                             |                |                |
| Issued shares   | 975,386        | 975,386        |
| Effect of own shares held                                 | (211)          | (921)          |
| Effect of own shares acquired                             | (670)          | (222)          |
| Effect of share awards exercised                          | 451            | 446            |
| <b>Balance at end of financial year</b>                   | <b>974,956</b> | <b>974,689</b> |
| Basic weighted average number of ordinary shares          | 974,956        | 974,689        |
| Shares issuable under equity-based compensation plans     | 1,235          | 1,700          |
| <b>Diluted weighted average number of ordinary shares</b> | <b>976,191</b> | <b>976,389</b> |

At 30 June 2015, there were 2.8 million rights (2014: 2.7 million rights and 0.7 million options) excluded from the diluted weighted average number of ordinary shares calculation as their effect would have been anti-dilutive.

## 2.6 Reconciliation of net operating cash flows

|  | 2015<br>\$M  | 2014<br>\$M  |
|--|--------------|--------------|
| Profit after tax   | 360.8        | 257.0        |
| <b>Adjustments for non-cash items:</b>                                     |              |              |
| Depreciation   | 312.5        | 360.8        |
| Amortisation of intangible assets  | 47.9         | 46.6         |
| Guarantee and commitment fees  | 6.0          | –            |
| Amortisation of capitalised borrowing costs                                | 4.1          | 4.7          |
| Unwind of discount on long-term provisions                                 | 2.1          | 2.3          |
| Share of joint ventures' profit net of distributions received              | (1.3)        | (2.7)        |
| Net gain on sale of property, plant and equipment                          | (24.7)       | (26.0)       |
| Equity-settled share-based payment transactions                            | 3.9          | 4.9          |
| Borrowing costs capitalised to qualifying assets                           | (21.5)       | (10.2)       |
| Fair value movements of derivatives not designated in a hedge relationship | 13.7         | 13.5         |
| Credit value adjustment on derivatives                                     | (6.9)        | 8.0          |
| Restructuring expense  | 38.5         | 20.6         |
| Other non-cash items   | 2.7          | (13.4)       |
| <b>(Increase)/decrease in assets</b>                                       |              |              |
| Trade and other receivables  | (22.0)       | (20.8)       |
| Inventories  | (15.4)       | 5.2          |
| Prepayments and other assets   | 1.2          | 8.4          |
| Change in net deferred tax assets  | 14.0         | (21.1)       |
| <b>Increase/(decrease) in liabilities</b>                                  |              |              |
| Trade and other payables   | (94.4)       | 1.0          |
| Current tax liabilities  | 20.3         | (42.0)       |
| Provisions and employee benefits   | (17.9)       | 10.0         |
| <b>Net operating cash flows</b>  | <b>623.6</b> | <b>606.8</b> |

### 3. Our business platform

This section principally shows the physical assets used by the Group to generate profits and revenue. These largely comprise the port and rail heavy infrastructure assets (in section 3.1) that are utilised by Asciano to service Australia's import, export and domestic supply chains, as well as the long-term contractual commitments and leases that the Group has committed to and which help to protect our long-term position in the market.

This part of the report also includes sections covering intangible assets and inventory which also contribute to the business platform for generating profits and revenues.

#### 3.1 Property, plant and equipment

##### Accounting policy

Items of property, plant and equipment are stated at the cost originally paid less accumulated depreciation and any impairment losses.

##### Cost recognition

The cost of self-constructed assets, for example the redevelopment of Port Botany, includes the cost of materials, direct labour, other directly attributable costs, the future cost of dismantling and removing the items and restoring the sites on which they are located, and where applicable capitalised borrowing costs.

Where parts of an item of property, plant and equipment have different useful lives, for example the constituent parts of a locomotive, they are accounted for as separate components of property, plant and equipment.

Subsequent costs of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to Asciano, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised.

The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

##### Depreciation

Items of property, plant and equipment, including buildings and leasehold property but excluding freehold land, are depreciated on a straight line basis over their estimated useful lives. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately. Leased assets are depreciated over the shorter of the lease term and their useful lives.

Depreciation methods and useful lives, as well as residual values, are reassessed annually.

The Group classifies items of property, plant and equipment into five major categories. The table below sets out a description of the type of assets within each category and the useful lives applied to each category:

| Asset class            | Description and example assets within class   | Estimated useful life  |
|------------------------|---|--|
| Land                   | Asciano owns various real estate holdings used to operate its rail and port infrastructure businesses, such as the Chullora Freight Terminal in NSW or Nebo Train Support Facility in Queensland.   | Indefinite   |
| Buildings              | Freehold buildings on land owned by Asciano.  | 20 to 40 years   |
| Plant and equipment    | Plant and equipment used by the Group to generate its revenues.<br>Some of the larger items of plant and equipment include: <ul style="list-style-type: none"> <li>• cranes;</li> <li>• locomotives;</li> <li>• wagons; and</li> <li>• rail provisioning and maintenance facilities.</li> </ul>       | 3 to 45 years <ul style="list-style-type: none"> <li>• 20 years</li> <li>• 30 years</li> <li>• 25 years</li> <li>• 20 to 40 years</li> </ul> |
| Leasehold improvements | Leasehold improvements are all enhancements to leased space paid for by the Group that revert to the landlord upon termination of the lease. They include leasehold improvements for the four major container terminals operated under long-term leases and include any buildings at these terminals. | 5 to 40 years  |
| Work in progress       | Work in progress comprises amounts spent on various capital projects including construction and capital improvement of locomotives, wagons and lifting equipment, and development works at various rail and port terminals.   | Depreciation commences when assets are available for use   |

### 3.1 Property, plant and equipment (continued)

#### Critical accounting estimates and judgements

Property, plant and equipment that is subject to depreciation is reviewed annually for impairment or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Indications of impairment may include changes in technology and business performance.

| 2014  | Land<br>\$M  | Buildings<br>\$M | Plant and<br>equipment<br>\$M | Leasehold<br>improvements<br>\$M | Work in<br>progress<br>\$M | Total<br>\$M     |
|---|--------------|------------------|-------------------------------|----------------------------------|----------------------------|------------------|
| <b>Cost</b>   |              |                  |                               |                                  |                            |                  |
| Opening balance                                       | 290.2        | 247.0            | 4,380.4                       | 660.3                            | 499.7                      | 6,077.6          |
| Acquisitions  | 21.1         | 15.0             | 62.1                          | –                                | 689.0                      | 787.2            |
| Acquisitions through business combinations            | 27.7         | 12.5             | 20.3                          | –                                | –                          | 60.5             |
| Transfers   | –            | 13.6             | 446.8                         | 18.9                             | (517.0)                    | (37.7)           |
| Disposals   | (57.4)       | (9.6)            | (66.7)                        | (54.5)                           | –                          | (188.2)          |
| Closing balance                                       | 281.6        | 278.5            | 4,842.9                       | 624.7                            | 671.7                      | 6,699.4          |
| <b>Accumulated depreciation and impairment losses</b> |              |                  |                               |                                  |                            |                  |
| Opening balance                                       | –            | (50.2)           | (1,735.3)                     | (365.9)                          | –                          | (2,151.4)        |
| Depreciation  | –            | (8.6)            | (271.1)                       | (26.7)                           | –                          | (306.4)          |
| Impairment  | –            | –                | (38.7)                        | (4.0)                            | –                          | (42.7)           |
| Disposals   | –            | 1.8              | 59.9                          | 46.1                             | –                          | 107.8            |
| Closing balance                                       | –            | (57.0)           | (1,985.2)                     | (350.5)                          | –                          | (2,392.7)        |
| <b>2015</b>   |              |                  |                               |                                  |                            |                  |
| <b>Cost</b>   |              |                  |                               |                                  |                            |                  |
| Opening balance                                       | 281.6        | 278.5            | 4,842.9                       | 624.7                            | 671.7                      | 6,699.4          |
| Acquisitions <sup>1</sup>                             | –            | –                | –                             | –                                | 566.1                      | 566.1            |
| Transfers <sup>2</sup>                                | 14.1         | 36.9             | 295.7                         | 380.9                            | (762.9)                    | (35.3)           |
| Reclassification to assets held for sale              | –            | –                | (58.1)                        | –                                | (1.2)                      | (59.3)           |
| Disposals   | (27.1)       | (5.3)            | (123.1)                       | (20.7)                           | –                          | (176.2)          |
| <b>Closing balance</b>                                | <b>268.6</b> | <b>310.1</b>     | <b>4,957.4</b>                | <b>984.9</b>                     | <b>473.7</b>               | <b>6,994.7</b>   |
| <b>Accumulated depreciation and impairment losses</b> |              |                  |                               |                                  |                            |                  |
| Opening balance                                       | –            | (57.0)           | (1,985.2)                     | (350.5)                          | –                          | (2,392.7)        |
| Depreciation  | –            | (12.3)           | (258.0)                       | (30.6)                           | –                          | (300.9)          |
| Impairment  | –            | –                | (6.6)                         | –                                | –                          | (6.6)            |
| Reclassification to assets held for sale              | –            | –                | 31.9                          | –                                | –                          | 31.9             |
| Disposals   | –            | 5.7              | 113.1                         | 20.1                             | –                          | 138.9            |
| <b>Closing balance</b>                                | <b>–</b>     | <b>(63.6)</b>    | <b>(2,104.8)</b>              | <b>(361.0)</b>                   | <b>–</b>                   | <b>(2,529.4)</b> |
| <b>Carrying amounts</b>                               |              |                  |                               |                                  |                            |                  |
| At 1 July 2013  | 290.2        | 196.8            | 2,645.1                       | 294.4                            | 499.7                      | 3,926.2          |
| At 30 June 2014                                       | 281.6        | 221.5            | 2,857.7                       | 274.2                            | 671.7                      | 4,306.7          |
| <b>At 30 June 2015</b>                                | <b>268.6</b> | <b>246.5</b>     | <b>2,852.6</b>                | <b>623.9</b>                     | <b>473.7</b>               | <b>4,465.3</b>   |

1. Included in the cost of property, plant and equipment acquisitions is \$21.5 million (2014: \$10.2 million) of borrowing costs capitalised to qualifying assets. An average capitalisation rate of 6.6% (2014: capitalisation rate of 6.8%) was used.

2. Transfers include \$35.3 million of software (2014: \$33.6 million of software and \$3.4 million of future track access rights) transferred from plant and equipment to intangible assets.

### 3.2 Operating and finance leases

#### Accounting policy

Where Asciano is a lessee and enters into a lease that transfers substantially all the risks and rewards of ownership of the asset to the Group, the lease is classified as a finance lease. On initial recognition at the commencement of the lease, the leased asset is recognised within property, plant and equipment and is measured at an amount equal to the lower of its fair value and the present value of the future minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset set out in note 3.1.

The corresponding lease liability, which comprises the principal plus accrued interest, is also recognised within note 4.3 with lease payments allocated between the lease liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to achieve a constant rate on the finance balance outstanding.

Other leases entered into by Asciano are classified as operating leases and the leased assets are not recognised on the statement of financial position. Payments made under operating leases are recognised in the profit or loss on a straight line basis over the term of the lease. Lease incentives received are recognised in the profit or loss as an integral part of the total lease expense and spread over the lease term.

#### Critical accounting estimates and judgements

Determining whether a lease is a finance lease requires judgement as to whether substantially all of the risks and benefits of ownership have been transferred to the Group. Estimates used by the Group in making this assessment include the useful economic life of assets, the fair value of the asset and the discount rate applied to the total payments required under the lease.

#### Operating leases

At reporting date, the Group is contracted to make the following future minimum operating lease payments:

|  | 2015<br>\$M | 2014<br>\$M |
|--|-------------|-------------|
| <b>Non-cancellable operating lease rentals are payable as follows:</b> |             |             |
| Within one year  | 116.7       | 124.1       |
| One year or later and no later than five years                         | 363.2       | 343.4       |
| Later than five years  | 755.9       | 842.7       |
|  | 1,235.8     | 1,310.2     |

Asciano leases property under non-cancellable operating leases expiring between one month and 42 years. Lease payments comprise a base amount plus an incremental contingent rental (if required). Contingent rentals are based on either movements in the CPI or operating criteria.

#### Finance lease assets

As at 30 June 2015 the carrying value of plant and equipment under finance lease is \$1.3 million (2014: \$1.8 million) and the amounts payable under finance leases are as follows:

|  | 2015<br>\$M | 2014<br>\$M |
|--|-------------|-------------|
| <b>Non-cancellable finance lease rentals are payable as follows:</b> |             |             |
| Within one year  | 0.6         | 0.6         |
| One year or later and no later than five years                       | 0.7         | 1.2         |
|  | 1.3         | 1.8         |

### 3.3 Capital and other commitments

#### Accounting policy/explanation

Asciano discloses capital and other commitments comprising contracted capital expenditure that will result in cash outflows in future years, but are not recognised as a liability at reporting date.

|  | 2015<br>\$M | 2014<br>\$M |
|--|-------------|-------------|
| <b>Plant and equipment</b>   |             |             |
| Contracted capital expenditure committed but not yet payable:        |             |             |
| Within one year  | 112.2       | 305.0       |
| One year or later and no later than five years                       | 23.5        | 161.7       |
| Later than five years  | 10.0        | 9.3         |
|  | 145.7       | 476.0       |
| <b>Maintenance commitments</b>                                       |             |             |
| Non-cancellable maintenance contracts committed but not yet payable: |             |             |
| Within one year  | 21.5        | 19.7        |
| One year or later and no later than five years                       | 40.3        | 30.6        |
|  | 61.8        | 50.3        |
| <b>Other commitments</b>   |             |             |
| Non-cancellable other contracts committed but not yet payable:       |             |             |
| Within one year  | 8.5         | 24.9        |
| One year or later and no later than five years                       | 2.2         | 0.5         |
|  | 10.7        | 25.4        |

### 3.4 Intangible assets

#### Accounting policy

##### Goodwill

Goodwill represents the future economic benefits that arise from assets that are not capable of being individually identified and separately recognised when the Group undertakes business combinations. Goodwill is calculated as the excess of the cost of an acquisition over the fair value of Asciano's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Transaction costs incurred in connection with business combinations such as legal fees, due diligence fees and other professional services are expensed as incurred and not included in this calculation. Goodwill is recognised at cost less any accumulated impairment losses.

Goodwill is allocated to cash generating units ("CGUs") which represent the smallest group of assets that independently generate cash flow and whose cash flow is largely independent of cash flows generated by other assets. Goodwill is not amortised but is tested at least annually for impairment.

In respect of joint ventures, the carrying amount of goodwill is included in the carrying amount of the investment in the joint venture.

Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Negative goodwill arising on an acquisition is recognised directly in the profit or loss.

**Accounting policy**

**Other intangible assets**

Other intangible assets are those which are identifiable and can be sold separately or arise from legal rights. These can be acquired or internally generated.

Each class of intangible asset's valuation method on initial recognition, amortisation method and estimated useful life is set out in the table below:

| Class of intangible asset            | Valuation method   | Amortisation methods           | Estimated useful life |
|--------------------------------------|--|--------------------------------|-----------------------|
| IT development software              | Initially at cost and subsequently at cost less accumulated amortisation. Costs include external direct costs of materials and services, and direct payroll and payroll related costs of employees' time spent on the project. | Straight line                  | 3 to 15 years         |
| Customer contracts and relationships | Expected future cash flows from those contracts and relationships existing at the date of acquisition are estimated. These cash flows are then discounted back to present value.   | Straight line                  | 5 to 10 years         |
| Brand names                          | Applying a royalty rate to the expected future revenues over the life of the brand.  | Tested for impairment annually | Indefinite life       |
| Other                                | Initially at cost and subsequently at cost less accumulated amortisation.  | Straight line                  | 20 to 44 years        |

**Critical accounting estimates and judgements**

**Development costs**

For internal IT projects to develop products or systems, judgement is involved in determining which costs relate to the research phase and which relate to the development phase of the project. This is because research costs are expensed to the profit or loss as incurred. IT development costs are capitalised to the statement of financial position where Asciano has an intention and ability to use the related asset.

**Indefinite useful life of brand name**

The Patrick brand is associated with businesses that currently operate within markets with high pecuniary, legislative and resource barriers to entry. It is anticipated that there is no foreseeable limit to the period over which the brand name is expected to generate net cash inflows for Asciano, and as such has been regarded as an indefinite useful life intangible asset. The useful life of brand names is reviewed each period to determine whether events and circumstances continue to support an indefinite useful life assessment for the asset, which is tested for impairment annually.

### 3.4 Intangible assets (continued)

Set out below is the movement in the cost and accumulated amortisation and impairment of the Group's intangible assets:

| 2014  | Goodwill<br>\$M | IT<br>development<br>and software<br>\$M | Customer<br>contracts and<br>relationships<br>\$M | Brand<br>name<br>\$M | Other <sup>1</sup><br>\$M | Total<br>\$M     |
|---|-----------------|--|---|----------------------|---------------------------|------------------|
| <b>Cost</b>   |                 |  |   |                      |                           |                  |
| Opening balance                                       | 3,566.0         | 172.6                                    | 458.6   | 25.0                 | 13.9                      | 4,236.1          |
| Acquisitions  | –               | –  | –   | –                    | 0.9                       | 0.9              |
| Acquisitions through business combinations            | 22.3            | –  | 2.4   | –                    | –                         | 24.7             |
| Transfers from property, plant and equipment          | –               | 5.6                                      | –   | –                    | 32.1                      | 37.7             |
| Disposals   | –               | (24.5)                                   | –   | –                    | –                         | (24.5)           |
| Closing balance                                       | 3,588.3         | 153.7                                    | 461.0   | 25.0                 | 46.9                      | 4,274.9          |
| <b>Accumulated amortisation and impairment losses</b> |                 |  |   |                      |                           |                  |
| Opening balance                                       | (962.9)         | (128.0)                                  | (351.4)   | –                    | –                         | (1,442.3)        |
| Amortisation  | –               | (15.8)                                   | (28.3)  | –                    | (2.5)                     | (46.6)           |
| Disposals   | –               | 24.6                                     | –   | –                    | –                         | 24.6             |
| Other   | –               | –  | (0.3)   | –                    | –                         | (0.3)            |
| Closing balance                                       | (962.9)         | (119.2)                                  | (380.0)   | –                    | (2.5)                     | (1,464.6)        |
| <b>2015</b>   |                 |  |   |                      |                           |                  |
| <b>Cost</b>   |                 |  |   |                      |                           |                  |
| Opening balance                                       | 3,588.3         | 153.7                                    | 461.0   | 25.0                 | 46.9                      | 4,274.9          |
| Acquisitions  | 2.4             | –  | –   | –                    | –                         | 2.4              |
| Transfers from property, plant and equipment          | –               | 30.3                                     | –   | –                    | 5.0                       | 35.3             |
| Reclassification to assets held for sale              | –               | (5.3)                                    | –   | –                    | –                         | (5.3)            |
| Disposals   | –               | (0.5)                                    | –   | –                    | –                         | (0.5)            |
| Other   | –               | (0.2)                                    | –   | –                    | –                         | (0.2)            |
| <b>Closing balance</b>                                | <b>3,590.7</b>  | <b>178.0</b>                             | <b>461.0</b>                                      | <b>25.0</b>          | <b>51.9</b>               | <b>4,306.6</b>   |
| <b>Accumulated amortisation and impairment losses</b> |                 |  |   |                      |                           |                  |
| Opening balance                                       | (962.9)         | (119.2)                                  | (380.0)   | –                    | (2.5)                     | (1,464.6)        |
| Amortisation  | –               | (17.3)                                   | (29.7)  | –                    | (0.7)                     | (47.7)           |
| Reclassification to assets held for sale              | –               | 1.3                                      | –   | –                    | –                         | 1.3              |
| Disposals   | –               | 0.6                                      | –   | –                    | –                         | 0.6              |
| Other   | –               | –  | (1.5)   | –                    | 1.5                       | –                |
| <b>Closing balance</b>                                | <b>(962.9)</b>  | <b>(134.6)</b>                           | <b>(411.2)</b>                                    | <b>–</b>             | <b>(1.7)</b>              | <b>(1,510.4)</b> |
| <b>Carrying amounts</b>                               |                 |  |   |                      |                           |                  |
| At 1 July 2013  | 2,603.1         | 44.6                                     | 107.2   | 25.0                 | 13.9                      | 2,793.8          |
| At 30 June 2014                                       | 2,625.4         | 34.5                                     | 81.0  | 25.0                 | 44.4                      | 2,810.3          |
| <b>At 30 June 2015</b>                                | <b>2,627.8</b>  | <b>43.4</b>                              | <b>49.8</b>                                       | <b>25.0</b>          | <b>50.2</b>               | <b>2,796.2</b>   |

1. Other intangible assets comprise \$16.5 million of future track access rights and \$33.7 million of software work in progress.

**Critical accounting estimates and judgements**

**Impairment**

Goodwill and intangible assets that have indefinite lives or that are not yet available for use are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Asciano assesses impairment by evaluating conditions specific to Asciano and to the particular asset, which may lead to impairment. These include technological, market, economic or legal environments in which Asciano operates. If an indicator of impairment exists, the recoverable amount of the asset is determined.

Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. These calculations involve making an estimate of the recoverable amount of the cash-generating units ("CGUs") to which goodwill and intangible assets with indefinite useful lives have been allocated. The recoverable amounts of CGUs have been determined based on value-in-use calculations. These calculations require the use of assumptions which are detailed below.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its recoverable amount. A CGU is the smallest identifiable asset group that generates cash flows that largely are independent from those of other assets and groups. Subject to an operating segment ceiling test, for the purpose of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Impairment losses are recognised in the profit or loss. Impairment losses recognised in respect of an impaired CGU are allocated first to reduce the carrying amount of any goodwill allocated to the impaired CGU and then to reduce the carrying amount of the other assets on a pro-rata basis.

The Group's corporate assets do not generate separate cash inflows and are utilised by more than one CGU. Corporate assets are allocated to CGUs on a reasonable and consistent basis and tested for impairment as part of the testing of the CGU to which the corporate asset is allocated.

The recoverable amount of an asset or CGU is the greater of its value in use, and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss in respect of goodwill is not reversed. In respect of other non-financial assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

**Allocation of goodwill to CGUs**

|                       | 2015<br>\$M    | 2014<br>\$M    |
|-----------------------|----------------|----------------|
| Bulk NSW              | 524.0          | 524.0          |
| National Intermodal   | 350.0          | 350.0          |
| Container Ports       | 1,497.0        | 1,497.5        |
| Stevedoring           | 108.7          | 107.1          |
| Autocare              | 96.2           | 94.9           |
| C3 Limited            | 51.9           | 51.9           |
| <b>Total goodwill</b> | <b>2,627.8</b> | <b>2,625.4</b> |

No goodwill is allocated to the Bulk Ports and Bulk QLD CGUs.

The assessment of the recoverable amounts of goodwill is based on value-in-use calculations undertaken at the CGU level.

### 3.4 Intangible assets (continued)

The carrying amounts of goodwill in the CGUs were fully supported as at the reporting date. The following describes the key assumptions supporting the cash flow projections:

| Key assumption                                | Description  |
|---|--|
| Cash flow forecasts                           | Cash flow forecasts are based on the most recent 10 year financial projections and have been adjusted to exclude the costs and benefits of non-committed expansionary capital expenditure. The 10 year period is considered to be a more reliable and accurate prediction of the eventual cash flows than shorter term (five year) forecasts, due to the quantum of upfront investment, the length of time and capital expenditure required to bring infrastructure assets into full production, the longevity of the infrastructure assets, the lack of available substitutes and the strategic importance of the various infrastructure business to the economy. |
| Growth rates                                  | Growth rates used in the financial projections are based on the Group's expectations for future performance and do not normally exceed the long-term growth rate for the business in which each CGU operates. Average annual growth rates range between 1.9% and 9.1% per annum (2014: 3.6% and 9.6% per annum).   |
| Terminal values                               | Terminal values calculated after year 10 have been determined using the stable growth model, having regard to the weighted average cost of capital ("WACC") and terminal growth factor of 2.75% (2014: 2.75%) per annum which is considered appropriate to the businesses in which each CGU operates.  |
| Discount rates                                | Discount rates used are the pre-tax WACC and include a premium for market risks appropriate to the relevant CGU. The WACCs range from 10.7% to 12.3% (2014: 12.0% to 13.6%) per annum.   |
| Impact of possible changes in key assumptions | The value-in-use calculations are sensitive to changes in the key assumptions used in the impairment testing. As such, a sensitivity analysis was undertaken by the Group to examine the effect of changes in key assumptions which would cause the carrying amount to exceed the recoverable amount for each CGU. The Group is satisfied that any reasonably likely changes in the key assumptions would not cause the carrying value of each CGU to materially exceed its recoverable amount.  |

### 3.5 Inventories

#### Accounting policy

Inventories consist predominantly of spare parts and consumables used in maintenance activities and are stated at the lower of cost and net realisable value.

The net realisable value of inventories is the estimated selling price in the ordinary course of business less estimated costs to sell. The cost of inventories includes all costs of purchases and other expenses incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of either weighted average cost or a first in, first out basis unless specific identification is possible.

Non-current inventories represents long life spare parts, also known as capital spares. This class of inventory represents major spare parts that can be cyclically overhauled and reused, and as such, are depreciated over the lower of their expected useful life and the expected useful life of the equipment they are used in, normally 8 to 30 years.

Specific obsolete items of inventory are written off.

The provision for obsolete and slow-moving items is assessed by particular inventory classes. The amount of provision is based on the value of stock identified as slow moving or excess to requirements.

|   | 2015<br>\$M | 2014<br>\$M |
|---|-------------|-------------|
| <b>Current</b>  |             |             |
| Inventories   | 45.3        | 37.2        |
| Provision for obsolete and slow-moving items                          | (3.9)       | (3.9)       |
|   | 41.4        | 33.3        |
| <b>Non-current</b>  |             |             |
| Inventories   | 67.3        | 66.3        |
| Provision for obsolete items including depreciation of capital spares | (28.5)      | (34.7)      |
|   | 38.8        | 31.6        |

## 4. How we fund the business and manage risks

Asciano has exposure to credit, liquidity and market risks relating to its use of financial instruments and working capital. This section presents information about Asciano's exposure to each of these risks, Asciano's objectives, policies and processes for measuring and managing risk, and the management of capital.

### 4.1 Financial risk management

#### Risk management framework

The Board has overall responsibility for the establishment and oversight of Asciano's risk management framework. The Board has established the Audit and Risk Committee, which is responsible for developing and monitoring Asciano's risk management policies. The committee reports regularly to the Board on its activities.

Asciano's risk management policies are established to identify and analyse the risks faced by Asciano, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. These policies are reviewed to reflect changes in market conditions and Asciano's activities. Asciano, through its management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit and Risk Committee oversees how the Group monitors compliance with Asciano's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by Asciano. The Audit and Risk Committee is assisted in its oversight role by internal audit. Internal audit undertakes reviews of risk management controls and procedures, the results of which are reported to the committee.

A description of each risk and how it is managed:

| Risk           | Exposure arising from  | Management   | Balances exposed  |
|----------------|--|--|---|
| Credit risk    | Credit risk is the risk of financial loss to Asciano if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from Asciano's receivables from customers and from treasury activities. | Asciano's credit risk is managed within the limits set by the Board and they have established policies governing Asciano's treasury activities, including the monitoring and management of credit risks arising from the use of derivatives.   | Trade and other receivables<br>Cash and cash equivalents<br>Derivatives |
| Liquidity risk | Liquidity risk is the risk that Asciano will not be able to meet its financial obligations as they fall due.   | Asciano's policy in managing liquidity risk is to ensure that it always has sufficient liquidity to meet its financial obligations when due, as well as to accommodate unforeseen cash requirements over both the short and long term.<br>Asciano's liquidity risk is managed through: <ul style="list-style-type: none"> <li>• maintenance of at call access to funds in the form of cash balances or committed, available revolving credit facilities;</li> <li>• maintenance of rigorous and regular cash flow forecasts;</li> <li>• regular review of the adequacy of banking arrangements; and</li> <li>• centralisation of surplus cash balances, and management thereof in compliance with Asciano's credit risk policies.</li> </ul> | Financial liabilities<br>Cash and cash equivalents                      |

#### 4.1 Financial risk management (continued)

| Risk          | Exposure arising from   | Management   | Balances exposed     |
|---------------|---|--|----------------------|
| Material risk | Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and other market prices, impact on cash flows and the value of assets or liabilities, and as a consequence, on the value of Asciano.<br>Market risk reflects interest rate risk, foreign exchange risk and other market risks.  | The goal of Asciano's hedging activities is to manage and control, within acceptable parameters and in a cost effective manner, the potential adverse variations in Asciano's value due to movements in market prices or rates. Asciano uses derivative financial instruments to hedge market risks where appropriate. All hedging activity is subject to the financial risk management policies approved by the Board. The following principles govern Asciano's use of derivative instruments: <ul style="list-style-type: none"> <li>• no speculative transactions are permitted;</li> <li>• only transactions involving approved instruments are allowed; and</li> <li>• transactions are not permitted unless in compliance with approved credit limits and delegated authorities.</li> </ul> |                      |
|               | (i) Interest rate risk<br>Asciano borrows at floating rates of interest and holds cash or short-term investments that earn interest at floating rates, consequently cash flows are exposed to the impact of adverse changes in benchmark interest rates.  | Asciano manages its interest rate exposures by maintaining a policy to combine fixed and floating rate liabilities, through the use of approved derivative instruments, such as interest rate and cross-currency interest rate swaps, and entry into fixed rate borrowings.  | Loans and borrowings |
|               | (ii) Foreign exchange risk<br>Asciano is exposed to exchange rate risk where it has entered into transactions denominated in foreign currencies. The principal source of Asciano's foreign exchange exposure is the purchase of capital equipment and the issuance of US dollar bonds and GBP bonds. From time to time, exchange rate exposures may also arise from operational outgoings and receipts. The exchange rates to which Asciano is primarily exposed are US dollars, euros and the GBP. | Asciano manages its exchange rate exposures through the use of derivative instruments (such as forward exchange contracts) in accordance with the policy approved by the Board.  | Loans and borrowings |
|               | (iii) Other market risks<br>Asciano is exposed to market price risk on contracts for the purchase of fuel. Asciano manages its exposure by passing on the impact of fuel price movements, where possible and appropriate, to customers.   | Given the objective of Asciano's financial risk management is to reduce the risk from potential adverse market price movements to acceptable levels on a cost effective basis, active management of this exposure via the use of approved derivative instruments is not considered necessary.<br>This exposure is reviewed at least annually to ensure the treatment remains appropriate.  | Trade payables       |

## 4.2 Financial assets

### Accounting policy

#### Cash and cash equivalents

Cash and cash equivalents comprise cash balances, short-term bills and term deposits. Cash is deposited with creditworthy counterparties in accordance with Board approved credit limits.

#### Trade and other receivables exposure

Trade and other receivables are stated at their amortised cost using the effective interest method, less impairment losses. Trade receivables are generally due for settlement after 30 days.

Collectability of trade receivables is reviewed on an ongoing basis. Debts that are known to be uncollectable are written off. An allowance for impairment of trade receivables is established when there is objective evidence that Asciano will not be able to collect all amounts due according to the original terms of receivables.

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 180 days overdue) are considered indicators that the trade receivable is impaired. Cash flows relating to short-term receivables are not discounted.

#### Other receivables

Loans to joint ventures and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when Asciano provides cash or services directly to a debtor with no intention of selling the receivable. They are included in current assets, except for those with maturities greater than 12 months after the end of period date, which are classified as non-current assets.

#### Derivative financial assets

For accounting policy for derivative financial assets, refer to note 4.4.

The maximum exposure to credit risk at year-end is:

|                                       | Note | 2015<br>\$M    | 2014<br>\$M  |
|---------------------------------------|------|----------------|--------------|
| <b>Current</b>                        |      |                |              |
| Cash and cash equivalents             |      | 127.3          | 167.3        |
| Trade receivables (net of impairment) |      | 378.6          | 353.6        |
| Other receivables                     |      | 64.1           | 75.6         |
| Loans to related party                | 7.1  | 1.9            | –            |
| Derivative financial assets           | 4.4  | 114.2          | 4.1          |
|                                       |      | 686.1          | 600.6        |
| <b>Non-current</b>                    |      |                |              |
| Other receivables                     |      | 1.4            | 1.9          |
| Loans to joint ventures               |      | 56.2           | 56.2         |
| Derivative financial assets           | 4.4  | 613.5          | 165.9        |
|                                       |      | 671.1          | 224.0        |
| <b>Total financial assets</b>         |      | <b>1,357.2</b> | <b>824.6</b> |

### Exposure to counterparty credit risk

#### Trade and other receivables

Asciano's credit risk on trade and other receivables arises principally from the creditworthiness of individual customers. Asciano's customers are primarily large Australian and international companies of good credit standing. The vast majority of receivables are denominated in Australian dollars.

Asciano has established a credit policy under which each new customer is analysed individually for creditworthiness before Asciano's standard payment and delivery terms and conditions are offered, and credit limits are then established for each customer. Asciano's credit policy includes collection guidelines, such as the setting of collection targets, as well as follow-up procedures to manage overdue accounts and minimise collection risk.

#### 4.2 Financial assets (continued)

Asciano's allowance for impairment represents its estimate of incurred losses in respect of trade and other receivables. The allowance comprises a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets in respect of losses that have been incurred but not yet identified. The collective loss allowance is determined based on analysis of historical data, including payment statistics for similar financial assets.

The maximum exposure to credit risk for trade receivables at year-end is:

| Ageing profile of trade receivables | 2015<br>\$M | 2014<br>\$M |
|-------------------------------------|-------------|-------------|
| Current                             | 367.0       | 300.6       |
| 31 to 60 days overdue               | 7.9         | 49.0        |
| Over 61 days overdue                | 9.3         | 10.7        |
| Impairment loss                     | (5.6)       | (6.7)       |
|                                     | 378.6       | 353.6       |

The allowance for impairment losses of \$5.6 million (2014: \$6.7 million) primarily related to items aged over 61 days. All other receivables are current. The Group believes that the unimpaired amounts are still collectible in full based on historic payment behaviours.

Other receivables for both the current and comparative period primarily consists of accrued income for services rendered and not yet invoiced and fuel excise rebate.

#### Cash and cash equivalents

The Group held cash and cash equivalents of \$127.3 million (2014: \$167.3 million) at year-end. The cash and cash equivalents are held with banks and financial institutions counterparties, which rate AA-, based on Standard & Poor's ratings.

#### Derivatives

The derivatives are entered into with banks and financial institutions counterparties, which are rated AA – to BBB+, based on Standard & Poor's ratings.

### 4.3 Financial liabilities

#### Accounting policy

##### Loans and borrowings

Interest bearing loans and borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, these financial liabilities are stated at amortised cost, with any difference between fair value and issue price value being recognised in the profit or loss over the period of the loans and borrowings on an effective interest rate basis.

##### Trade and other payables

Trade and other payables are stated at their amortised costs. Trade payables are non-interest bearing.

The accounting policy in relation to derivative financial assets and liabilities is detailed in note 4.4 while the policy for capitalised borrowing costs is detailed in note 4.6.

The carrying amount of financial liabilities represents the maximum liquidity risk exposure. The maximum exposure to liquidity risk at year end was as follows:

|   | Note  | 2015<br>\$M    | 2014<br>\$M    |
|---|-------|----------------|----------------|
| <b>Current</b>                                |       |                |                |
| Trade payables                                |       | 151.3          | 152.8          |
| Other payables and accrued expenses           |       | 258.6          | 311.6          |
| Derivative financial liabilities              | 4.4   | 40.3           | 61.4           |
| Loans and borrowings:                         |       | 519.5          | 0.6            |
| Finance lease liabilities                     |       | 0.6            | 0.6            |
| US dollar bonds (net of discount)             | 4.3.2 | 518.9          | —              |
|   |       | 969.7          | 526.4          |
| <b>Non-current</b>                            |       |                |                |
| Other payables and accrued expenses           |       | 14.9           | 15.3           |
| Derivative financial liabilities              | 4.4   | 52.9           | 57.8           |
| Loans and borrowings:                         |       | 3,426.5        | 3,370.0        |
| Finance lease liabilities                     |       | 0.7            | 1.2            |
| Syndicated bank loan                          | 4.3.1 | 300.0          | 650.0          |
| NZ dollar cash advance facility               |       | 29.1           | —              |
| US dollar bonds (net of discount)             | 4.3.2 | 2,072.5        | 2,116.3        |
| GBP bonds (net of discount)                   | 4.3.3 | 609.8          | 542.3          |
| AUD bonds (net of discount)                   | 4.3.4 | 345.6          | —              |
| Unrealised fair value loss on US dollar bonds |       | 83.7           | 76.8           |
| Capitalised debt issuance costs               |       | (14.9)         | (16.6)         |
|   |       | 3,494.3        | 3,443.1        |
| <b>Total financial liabilities</b>            |       | <b>4,464.0</b> | <b>3,969.5</b> |

On 19 May 2015, Asciano Finance Limited issued A\$350.0 million of 5.25% Medium Term Notes due in 19 May 2025 ("AUD bond issuance") which are guaranteed by Asciano Limited and each subsidiary. On 21 May 2015, the proceeds from this AUD bond issuance were used to repay A\$350.0 million of the syndicated term loan maturing in October 2016.

On 29 June 2015, Asciano Finance Limited opened a NZ\$40.0 million facility with interest payable of BKBM + 1.0 % per annum due on 29 June 2019 which are guaranteed by C3 Limited and each of its subsidiaries.

As at 30 June 2015, all syndicated bank loans, NZD cash advance facility, US dollar bonds, GBP bonds and AUD bonds were unsecured.

### 4.3 Financial liabilities (continued)

#### 4.3.1 Bank facilities

The following table provides details of the components of the bank facilities and cash:

|                                      | Maturity     | 2015           |              | 2014           |              |
|--------------------------------------|--------------|----------------|--------------|----------------|--------------|
|                                      |              | Facility       | Utilised     | Facility       | Utilised     |
| Syndicated revolving facility        | October 2016 | 650.0          | 300.0        | 650.0          | 650.0        |
| Syndicated revolving facility        | October 2019 | 650.0          | –            | 650.0          | –            |
| NZ dollar cash advance facility      | June 2019    | 35.1           | 29.1         | –              | –            |
|                                      |              | 1,335.1        | 329.1        | 1,300.0        | 650.0        |
| Less: cash and cash equivalents      |              | –              | (127.3)      | –              | (167.3)      |
| <b>Net bank debt</b>                 |              | <b>1,335.1</b> | <b>201.8</b> | <b>1,300.0</b> | <b>482.7</b> |
| Bank guarantee facility <sup>1</sup> | June 2016    | 150.0          | 65.9         | 150.0          | 73.7         |
|                                      |              | 1,485.1        | 267.7        | 1,450.0        | 556.4        |

1. All drawings under the bank guarantee facility as at 30 June 2015 are in the form of performance bonds and bank guarantees.

Asciano pays interest on its bank facilities at a margin above the bank bill swap rate. As at 30 June 2015 Asciano's interest rate exposure on the syndicated bank loan was hedged to 66.7% (2014: 30.8%) through the use of interest rate swaps.

#### 4.3.2 US dollar bonds

The following table provides details of the components of the US dollar bonds:

| \$M                                  | Maturity       | 2015           |                  | 2014           |                |
|--------------------------------------|----------------|----------------|------------------|----------------|----------------|
|                                      |                | US\$           | A\$ <sup>1</sup> | US\$           | A\$            |
| US dollar 5 year bonds <sup>2</sup>  | September 2015 | 400.0          | 518.9            | 400.0          | 424.1          |
| US dollar 7 year bonds <sup>3</sup>  | April 2018     | 750.0          | 973.0            | 750.0          | 795.2          |
| US dollar 10 year bonds <sup>2</sup> | September 2020 | 600.0          | 778.4            | 600.0          | 636.1          |
| US dollar 12 year bonds <sup>3</sup> | April 2023     | 250.0          | 324.3            | 250.0          | 265.1          |
| <b>US bonds (gross of discount)</b>  |                | <b>2,000.0</b> | <b>2,594.6</b>   | <b>2,000.0</b> | <b>2,120.5</b> |
| Discount on US dollar bonds          |                | (3.2)          | (3.2)            | (6.0)          | (4.2)          |
| <b>US bonds (net of discount)</b>    |                | <b>1,996.8</b> | <b>2,591.4</b>   | <b>1,994.0</b> | <b>2,116.3</b> |

1. Australian dollar equivalent calculated at the spot rate on 30 June 2015.

2. As at 30 June 2015, Asciano's currency and interest rate exposure on the US dollar 5 and 10 year bonds was hedged to 100% (2014: 100%) through the use of fixed-for-fixed cross-currency interest rate swaps.

3. As at 30 June 2015, Asciano's currency exposure on the US dollar 7 and 12 year bonds was hedged to 100% (2014: 100%) and Asciano's interest rate exposure for all the bonds was hedged to 77.0% (2014: 77.0%) through using a combination of fixed-for-floating cross-currency interest rate swaps and interest rate swaps.

#### 4.3.3 Sterling bonds

The following table provides details of the components of the GBP bonds:

| \$M                                | Maturity       | 2015         |                  | 2014         |              |
|------------------------------------|----------------|--------------|------------------|--------------|--------------|
|                                    |                | GB£          | A\$ <sup>1</sup> | GB£          | A\$          |
| GBP 10 year bonds <sup>2</sup>     | September 2023 | 300.0        | 611.3            | 300.0        | 544.0        |
| Discount on GBP bonds              |                | (0.9)        | (1.5)            | (1.1)        | (1.7)        |
| <b>GBP bonds (net of discount)</b> |                | <b>299.1</b> | <b>609.8</b>     | <b>298.9</b> | <b>542.3</b> |

1. Australian dollar equivalent calculated at the spot rate on 30 June 2015.

2. As at 30 June 2015, Asciano's currency and interest rate exposure on the GBP bonds was hedged to 100% (2014: 100%) through the use of fixed-for-fixed cross-currency interest rate swaps.

#### 4.3.4 Australian dollar bonds

The following table provides details of the components of the AUD bonds:

| \$M                                | Maturity | 2015         | 2014     |
|------------------------------------|----------|--------------|----------|
|                                    |          | A\$          | A\$      |
| AUD 10 year bonds                  | May 2025 | 350.0        | –        |
| Discount on AUD bonds              |          | (4.4)        | –        |
| <b>AUD bonds (net of discount)</b> |          | <b>345.6</b> | <b>–</b> |

#### Exposure to liquidity risk

The following table provides a comparison between the financial liabilities carrying amount and the undiscounted contractual cash flows:

|                                     | Carrying amount<br>\$M | Less than<br>1 year<br>\$M | 1 to 2<br>year(s)<br>\$M | 2 to 5<br>years<br>\$M | Over<br>5 years<br>\$M | Total<br>\$M   |
|-------------------------------------|------------------------|----------------------------|--------------------------|------------------------|------------------------|----------------|
| <b>2015</b>                         |                        |                            |                          |                        |                        |                |
| <b>Non-derivatives</b>              |                        |                            |                          |                        |                        |                |
| Syndicated bank loans               | 300.0                  | 10.5                       | 303.4                    | –                      | –                      | 313.9          |
| NZ dollar cash advance facility     | 29.1                   | 1.2                        | 1.2                      | 31.8                   | –                      | 34.2           |
| US dollar bonds (gross of discount) | 2,594.6                | 631.1                      | 104.1                    | 1,188.2                | 1,179.1                | 3,102.5        |
| Unrealised loss on US bonds         | 83.7                   | –                          | –                        | –                      | –                      | –              |
| GBP bonds gross of discount         | 611.3                  | 30.6                       | 30.6                     | 91.7                   | 733.6                  | 886.5          |
| AUD bonds, gross of discount        | 350.0                  | 18.4                       | 18.4                     | 55.2                   | 441.9                  | 533.9          |
| Trade payables                      | 151.3                  | 151.3                      | –                        | –                      | –                      | 151.3          |
| Other payables and accrued expenses | 258.6                  | 258.6                      | –                        | –                      | –                      | 258.6          |
| <b>Derivatives</b>                  |                        |                            |                          |                        |                        |                |
| Forward exchange contracts          | (7.3)                  | (81.0)                     | (6.5)                    | (1.6)                  | –                      | (89.1)         |
| Interest rate swaps                 | 18.9                   | 7.0                        | 7.8                      | 6.0                    | (1.0)                  | 19.8           |
| Cross-currency swaps                | (646.1)                | (67.8)                     | 6.1                      | (191.4)                | (294.0)                | (547.1)        |
| <b>Total financial liabilities</b>  | <b>3,744.1</b>         | <b>959.9</b>               | <b>465.1</b>             | <b>1,179.9</b>         | <b>2,059.6</b>         | <b>4,664.5</b> |
| <b>2014</b>                         |                        |                            |                          |                        |                        |                |
| <b>Non-derivatives</b>              |                        |                            |                          |                        |                        |                |
| Syndicated bank loans               | 650.0                  | 24.8                       | 27.7                     | 664.3                  | –                      | 716.8          |
| US dollar bonds (gross of discount) | 2,120.5                | 98.3                       | 515.8                    | 1,010.7                | 1,008.9                | 2,633.7        |
| Unrealised loss on US bonds         | 76.8                   | –                          | –                        | –                      | –                      | –              |
| GBP bonds (gross of discount)       | 544.0                  | 27.2                       | 27.2                     | 81.6                   | 680.1                  | 816.1          |
| Trade payables                      | 152.8                  | 152.8                      | –                        | –                      | –                      | 152.8          |
| Other payables and accrued expenses | 311.6                  | 311.6                      | –                        | –                      | –                      | 311.6          |
| <b>Derivatives</b>                  |                        |                            |                          |                        |                        |                |
| Forward exchange contracts          | 6.6                    | 144.9                      | 38.9                     | –                      | –                      | 183.8          |
| Interest rate swaps                 | 3.3                    | (4.4)                      | (3.5)                    | 1.6                    | 6.1                    | (0.2)          |
| Cross-currency swaps                | (60.7)                 | (58.9)                     | (48.6)                   | (48.1)                 | (46.3)                 | (201.9)        |
| <b>Total financial liabilities</b>  | <b>3,804.9</b>         | <b>696.3</b>               | <b>557.5</b>             | <b>1,710.1</b>         | <b>1,648.8</b>         | <b>4,612.7</b> |

In addition to the principal amounts under syndicated bank loans, interest is accrued at a floating rate. The weighted average rate as at 30 June 2015 was 4.0% (2014: 3.1%) per annum. In addition to the principal amounts of US dollar bonds, GBP bonds and AUD bonds interest is accrued at fixed coupon rates. The weighted average rate as at 30 June 2015 was 4.7% (2014: 4.8% across the USD and GBP bonds) per annum across the US dollar, GBP bonds and AUD bonds.

#### 4.4 Derivative financial instruments

##### Accounting policy

##### *Derivative financial instruments*

Asciano enters into derivative financial instruments from time to time to hedge its interest rate and foreign currency risk exposures.

At the inception of the hedging transaction, Asciano documents the type of hedge, the hedged item or transaction, the hedging instrument, the nature of the risk being hedged, the relationship between the hedging instrument and hedged item, as well as its risk management objective and strategy for undertaking the relevant hedge transaction. Asciano's hedge documentation also demonstrates, both at hedge inception and on an ongoing basis that the hedge has been and is expected to continue to be highly effective.

Derivatives are recognised initially at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are accounted for as described below:

##### *Derivatives that qualify for hedge accounting*

##### *Fair value hedges*

For a derivative or financial instrument designated as hedging the change in fair value of a recognised asset or liability, the gain or loss on the derivative or financial instrument is recognised in the profit or loss immediately, together with the loss or gain on the hedged asset or liability that is attributable to the hedge risk.

##### *Cash flow hedges*

Changes in the fair value of derivatives designated as cash flow hedges are recognised directly in other comprehensive income to the extent that the hedge is highly effective. To the extent that the hedge is not highly effective, changes in fair value are recognised immediately in the profit or loss within finance income or expense.

If the derivative no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised or the designation is revoked, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognised in equity remains there until the underlying forecast transaction occurs. When the hedged item is a non-financial asset, the amount recognised in equity is transferred to the carrying amount of the asset when it is recognised. In other cases, the amount recognised in equity is transferred to the profit or loss in the same period that the hedged item affects the profit or loss.

##### *Derivatives that do not qualify for hedge accounting*

Changes in the fair value of any derivative instruments that do not qualify for hedge accounting are recognised immediately in the profit or loss.

The following table shows the notional value of the derivative instruments held by Asciano, the nature of the hedge relationship with the underlying debt instrument and their fair values as at reporting date:

| Derivative instrument              | Nature of hedge  | 2015<br>\$M     |       |           | 2014<br>\$M     |       |           |
|------------------------------------|------------------|-----------------|-------|-----------|-----------------|-------|-----------|
|                                    |                  | Notional amount | Asset | Liability | Notional amount | Asset | Liability |
| Forward exchange contracts         | Cash flow hedge  | 89.1            | 8.0   | 0.7       | 182.6           | 0.7   | 7.3       |
| Interest rate swaps                | Cash flow hedge  | 200.0           | –     | 3.5       | 200.0           | –     | 1.5       |
|                                    | Not in hedge     | 500.0           | –     | 15.4      | 500.0           | 2.3   | 4.1       |
| Cross-currency interest rate swaps | Fair value hedge | 970.1           | 83.7  | –         | 970.1           | 76.8  | –         |
|                                    | Cash flow hedge  | 1,586.0         | 636.0 | 73.6      | 1,586.0         | 90.2  | 106.3     |
|                                    |                  | 3,345.2         | 727.7 | 93.2      | 3,438.7         | 170.0 | 119.2     |

#### Forward exchange contracts

There has been no material hedge ineffectiveness during the period between designation of these forward exchange rate contracts and the reporting date. The movement in fair value over the life of the instrument was a cumulative gain of \$5.1 million (2014: \$4.6 million) after tax, which has been deferred in the hedge reserve and will be released to the comprehensive income when the anticipated transaction occurs.

#### Interest rate swaps

During the period between designation of these interest rate swaps in the hedge relationships and the reporting date, the ineffective portion of movements in fair value was \$nil (2014: \$nil). Under AASB 13, the concept of fair value changed to include an adjustment for the impact of credit.

The effective portion of movements in fair value over the life of the interest rate swaps was a cumulative liability of \$3.5 million (2014: \$1.5 million cumulative liability) after tax. This was deferred in the hedge reserve to be released to the profit or loss either over the life of the syndicated bank loan or when the anticipated transaction occurs.

#### Cross-currency interest rate swaps

The fair value movement of these interest rate swaps was a loss of \$13.7 million (2014: loss of \$13.5 million). In relation to all cross-currency interest rate swaps, a credit adjustment of \$6.7 million was recorded in profit or loss for the year as income (2014: loss of \$7.9 million).

#### Derivative assets and liabilities designated as cash flows and fair value hedges

The following table indicates the periods in which the cash flows associated with cash flow and fair value hedges are expected to occur and the carrying amounts of the related hedging instruments.

|                                    |                  | Carrying amount | Notional amount<br>\$M | Expected cash flows        |                          |                        |                        | Total<br>\$M   |
|------------------------------------|------------------|-----------------|------------------------|----------------------------|--------------------------|------------------------|------------------------|----------------|
|                                    |                  |                 |                        | Less than<br>1 year<br>\$M | 1 to 2<br>year(s)<br>\$M | 2 to 5<br>years<br>\$M | Over<br>5 years<br>\$M |                |
| <b>2015</b>                        |                  |                 |                        |                            |                          |                        |                        |                |
| Forward exchange contracts         | Cash flow hedge  | 7.3             | 89.1                   | 7.3                        | –                        | –                      | –                      | 7.3            |
| Interest rate swaps                | Fair value hedge | –               | –                      | –                          | –                        | –                      | –                      | –              |
|                                    | Cash flow hedge  | (3.5)           | 200.0                  | (2.0)                      | (1.8)                    | –                      | –                      | (3.8)          |
| Cross-currency interest rate swaps | Fair value hedge | 83.7            | 970.1                  | 27.8                       | 27.0                     | 25.2                   | 5.7                    | 85.7           |
|                                    | Cash flow hedge  | 562.4           | 1,586.0                | 40.1                       | (33.1)                   | 166.2                  | 288.3                  | 461.5          |
| <b>Total</b>                       |                  | <b>649.9</b>    | <b>2,845.2</b>         | <b>73.2</b>                | <b>(7.9)</b>             | <b>191.4</b>           | <b>294.0</b>           | <b>550.7</b>   |
| <b>2014</b>                        |                  |                 |                        |                            |                          |                        |                        |                |
| Forward exchange contracts         | Cash flow hedge  | (6.6)           | 182.6                  | (5.3)                      | (1.3)                    | –                      | –                      | (6.6)          |
| Interest rate swaps                | Fair value hedge | –               | –                      | –                          | –                        | –                      | –                      | –              |
|                                    | Cash flow hedge  | (1.5)           | 200.0                  | (1.0)                      | (0.5)                    | –                      | –                      | (1.5)          |
| Cross-currency interest rate swaps | Fair value hedge | 76.8            | 970.1                  | 24.1                       | 26.4                     | 26.3                   | 1.0                    | 77.8           |
|                                    | Cash flow hedge  | (16.1)          | 1,586.0                | (83.0)                     | (75.1)                   | (74.4)                 | (47.4)                 | (279.9)        |
| <b>Total</b>                       |                  | <b>52.6</b>     | <b>2,938.7</b>         | <b>(65.2)</b>              | <b>(50.5)</b>            | <b>(48.1)</b>          | <b>(46.4)</b>          | <b>(210.2)</b> |

#### 4.4 Derivative financial instruments (continued)

##### Exposure to interest rate risk

The interest rate profile of the Group's interest bearing financial assets and liabilities is:

|  | 2015<br>\$M | 2014<br>\$M |
|--|-------------|-------------|
| <b>Fixed rate instruments</b>  |             |             |
| Financial assets (Loans to joint ventures and related parties)                   | 4.6         | 2.7         |
| Financial liabilities (US dollar bonds, AUD bonds and GBP bonds)                 | (3,555.9)   | (2,664.5)   |
| Financial liabilities (Finance lease liability)                                  | (1.3)       | (1.8)       |
|  | (3,552.6)   | (2,663.6)   |
| Effect of derivative contracts in a hedge relationship                           | 562.4       | (16.1)      |
|  | (2,990.2)   | (2,679.7)   |
| <b>Variable rate instruments</b>   |             |             |
| Financial assets (Cash and cash equivalents)                                     | 127.3       | 167.3       |
| Financial liabilities (Syndicated bank loan and NZ dollar cash advance facility) | (329.1)     | (650.0)     |
|  | (201.8)     | (482.7)     |
| Effect of derivative contracts in a hedge relationship                           | 80.2        | 75.3        |
|  | (121.6)     | (407.4)     |

##### Fair value sensitivity analysis for fixed interest rate instruments

As at 30 June 2015, Asciano had US dollar fixed interest rate borrowings recorded at amortised cost. At inception, these were designated into fair value hedge relationships whereby the fair value impact for changes in interest rates of the hedged item were offset by the fair value change of the hedging instruments. Consequently, a change in interest rates at the reporting date would not have a material net impact on the profit or loss.

##### Cash flow sensitivity analysis for variable interest rate instruments

A 1.0% (100 basis points) per annum change in interest rates at the reporting date would have increased/(decreased) interest expense and equity by the amounts shown below assuming that all other variables remain constant.

|                                    | Profit or loss        |                       | Equity                |                       |
|------------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                                    | 1% pa increase<br>\$M | 1% pa decrease<br>\$M | 1% pa increase<br>\$M | 1% pa decrease<br>\$M |
| <b>2015</b>                        |                       |                       |                       |                       |
| Variable interest rate instruments | 6.1                   | (6.1)                 | –                     | –                     |
| Interest rate swaps                | 26.4                  | (26.4)                | 5.5                   | (5.5)                 |
|                                    | 32.5                  | (32.5)                | 5.5                   | (5.5)                 |
| <b>2014</b>                        |                       |                       |                       |                       |
| Variable interest rate instruments | 6.7                   | (6.7)                 | –                     | –                     |
| Interest rate swaps                | 26.5                  | (26.5)                | 5.5                   | (5.5)                 |
|                                    | 33.2                  | (33.2)                | 5.5                   | (5.5)                 |

#### Currency sensitivity analysis

The profit or loss impact of a 10% per annum change in the Australian dollar, against the US dollar and euro, would be \$nil during the period between designation and the reporting date as no ineffective portion of movements in fair value was identified by Asciano's hedge effectiveness testing. A 10% per annum change in the Australian dollar against the following currencies at 30 June 2015 would have (increased)/decreased equity by the amounts shown in the table below. This analysis assumes that all other variables, in particular interest rates, remain constant.

|           | 2015                   |                        | 2014                   |                        |
|-----------|------------------------|------------------------|------------------------|------------------------|
|           | 10% pa increase<br>\$M | 10% pa decrease<br>\$M | 10% pa increase<br>\$M | 10% pa decrease<br>\$M |
| US dollar | (4.6)                  | 7.0                    | (10.2)                 | 12.6                   |
| Euro      | (0.6)                  | 0.9                    | (8.5)                  | 11.3                   |
|           | (5.2)                  | 7.9                    | (18.7)                 | 23.9                   |

The following significant exchange rates applied during the financial year:

|           | 2015            |                          | 2014            |                          |
|-----------|-----------------|--------------------------|-----------------|--------------------------|
|           | Average<br>rate | Year end rate<br>30 June | Average<br>rate | Year end rate<br>30 June |
| US dollar | 0.837           | 0.771                    | 0.918           | 0.943                    |
| GBP       | 0.530           | 0.491                    | 0.565           | 0.551                    |
| Euro      | 0.696           | 0.692                    | 0.677           | 0.689                    |

#### Exposure to foreign currency risk

|                                    | 2015    |     |       | 2014    |      |       |
|------------------------------------|---------|-----|-------|---------|------|-------|
|                                    | USD     | EUR | GBP   | USD     | EUR  | GBP   |
| Forward exchange contracts         | 66.2    | 5.8 | –     | 111.4   | 46.4 | –     |
| Cross-currency interest rate swaps | 2,000.0 | –   | 300.0 | 2,000.0 | –    | 300.0 |

#### Master netting or similar agreements

Asciano enters into derivative transactions under International Swaps and Derivatives Association ("ISDA") master netting agreements. In general, under such agreements the amounts owed by each counterparty on a single day in respect of all transactions outstanding in the same currency are aggregated into a single net amount that is payable by one party to the other. In certain circumstances, e.g. when a credit event such as a default occurs, all outstanding transactions under the agreement are terminated, the termination value is assessed and only a single net amount is payable in settlement of all transactions.

The ISDA agreements do not meet the criteria for offsetting in the statement of financial position. This is because Asciano does not have any currently legally enforceable right to offset recognised amounts, because the right to offset is enforceable only on the occurrence of future events such as a default on the bank loans or other credit events.

The following table sets out the carrying amounts of recognised financial instruments (on an instrument by instrument basis) that are subject to the above agreements and provides a reconciliation of derivative disclosures per the statement of financial position.

#### 4.4 Derivative financial instruments (continued)

|                                    | Gross and net amounts<br>of financial<br>instruments in the<br>Consolidated<br>Statement of Financial<br>Position<br>\$M | Amounts subject to<br>master netting<br>agreement<br>\$M | Net exposure<br>\$M |
|------------------------------------|--|--|---------------------|
| <b>2015</b>                        |  |  |                     |
| <b>Financial assets</b>            |  |  |                     |
| Forward exchange contracts         | 8.0  | 0.7  | 7.3                 |
| Cross-currency interest rate swaps | 646.3  | –  | 646.3               |
|                                    | 654.3  | 0.7  | 653.6               |
| <b>Financial liabilities</b>       |  |  |                     |
| Interest rate swaps                | 19.1   | –  | 19.1                |
| Forward exchange contracts         | 0.7  | 0.7  | –                   |
|                                    | 19.8   | 0.7  | 19.1                |
| <b>Net balance</b>                 | <b>634.5</b>   | <b>–</b>   | <b>634.5</b>        |
| <b>2014</b>                        |  |  |                     |
| <b>Financial assets</b>            |  |  |                     |
| Interest rate swaps                | 1.1  | –  | 1.1                 |
| Forward exchange contracts         | 0.7  | 0.5  | 0.2                 |
| Cross-currency interest rate swaps | 157.9  | 85.1   | 72.8                |
|                                    | 159.7  | 85.6   | 74.1                |
| <b>Financial liabilities</b>       |  |  |                     |
| Interest rate swaps                | 4.5  | –  | 4.5                 |
| Forward exchange contracts         | 7.2  | 0.5  | 6.7                 |
| Cross-currency interest rate swaps | 97.2   | 85.1   | 12.1                |
|                                    | 108.9  | 85.6   | 23.3                |
| <b>Net balance</b>                 | <b>50.8</b>  | <b>–</b>   | <b>50.8</b>         |

The following table provides a reconciliation of recognised financial instruments that are subject to the master netting or similar agreements to derivative disclosures per the Consolidated Statement of Financial Position.

| Gross and net amounts of financial instruments in<br>the Consolidated Statement of Financial Position | 2015<br>\$M  | 2014<br>\$M |
|---|--------------|-------------|
| Total gross assets  | 654.3        | 159.7       |
| Total gross liabilities   | 19.8         | 108.9       |
|   | 634.5        | 50.8        |
| <b>Reconciliation to Consolidated Statement of Financial Position</b>                                 |              |             |
| Derivative financial assets – current   | 114.2        | 4.1         |
| Derivative financial assets – non-current   | 613.5        | 165.9       |
| Derivative financial assets   | 727.7        | 170.0       |
| Derivative financial liabilities – current  | (40.3)       | 61.4        |
| Derivative financial liabilities – non-current  | (52.9)       | 57.8        |
| Derivative financial liabilities  | (93.2)       | 119.2       |
| <b>Net balance</b>  | <b>634.5</b> | <b>50.8</b> |

## 4.5 Fair value of financial assets and liabilities

### Accounting classification and fair value

All derivative financial instruments are carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: quoted price (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data.

All of Asciano's financial assets and liabilities fall into Level 2 of the fair value hierarchy. The carrying amount equals the fair value of all financial assets and liabilities, with the exception of GBP, US dollar and Australian dollar bonds.

The fair values of the GBP, US dollar and Australian dollar bonds are shown below:

|   | 2015                   |                   | 2014                   |                   |
|---|------------------------|-------------------|------------------------|-------------------|
|   | Carrying amount<br>\$M | Fair value<br>\$M | Carrying amount<br>\$M | Fair value<br>\$M |
| US dollar bonds, gross of discount and unrealised fair value loss | 2,678.3                | 2,758.2           | 2,197.3                | 2,264.8           |
| GBP bonds, gross of discount                                      | 611.4                  | 668.4             | 544.0                  | 570.3             |
| AUD bonds, gross of discount                                      | 350.0                  | 347.6             | –                      | –                 |

### Valuation techniques of financial assets and liabilities measured at fair value

| Type   | Valuation technique   |
|--|---|
| Debt securities                              | Discounted cash flows using a contract cash flows and a market related discount rate.   |
| Interest rate swaps and cross-currency swaps | Discounted cash flows.  |
| Forward exchange contracts                   | Calculated using spot foreign exchange market rates and market forward curves for each currency pair at the end of period date.   |
| Other derivative financial instruments       | Calculated based on broker quotes which are tested for reasonableness by discounting expected future cash flows using market interest rates for a similar instrument at the measurement date. |
| Other financial liabilities                  | Discounted cash flows using the current market interest rate that is available to Asciano for similar instruments.  |

### Interest rates used in determining fair value

The interest rates used to discount estimated cash flows, where applicable, are based on the Australian dollar, US dollar and GBP yield curves at the reporting date and were as follows:

|   | 2015<br>% pa | 2014<br>% pa |
|---|--------------|--------------|
| Australian dollar derivatives                                       | 2.1 to 3.4   | 2.7 to 4.1   |
| US dollar derivatives and fair value adjustments to US dollar bonds | 0.2 to 2.5   | 0.2 to 2.6   |
| GBP derivatives and fair value adjustments to GBP bonds             | 0.5 to 2.2   | 0.5 to 2.8   |

#### 4.6 Finance income and expense

##### Accounting policy

Finance income comprises interest income on funds invested, mainly cash, and gains on hedging instruments that are recognised in profit or loss. Interest income is recognised as it accrues, using the effective interest method.

Finance expense comprises interest expense on borrowings, deferred loan origination fees, unwinding of the discount on provisions, losses on hedging instruments that are recognised in profit or loss and impairment losses recognised on financial assets, other than trade receivables.

Interest on borrowings is expensed as incurred using the effective interest method. Borrowing costs incurred in relation to the financing of qualifying assets, which are assets or significant construction projects that take generally more than 12 months to commission, are capitalised as part of the cost of the asset or project and amortised over the life of the asset or project.

Borrowing costs associated with the issuance of debt instruments such as various fees and commissions paid to banks, lawyers and others, as well as purchase premiums and discounts on loans, are capitalised as part of the liability and amortised to the income statement over the life of the underlying debt instrument.

Finance income and expense is reconciled to the Consolidated Statement of Profit or Loss and Consolidated Statement of Income as follows:

|   | 2015<br>\$M    | 2014<br>\$M    |
|---|----------------|----------------|
| <b>Recognised directly in the Consolidated Statement of Profit or Loss</b>  |                |                |
| Interest income   | 3.3            | 2.4            |
| <b>Net finance income</b>   | <b>3.3</b>     | <b>2.4</b>     |
| Interest expense  | (210.3)        | (202.1)        |
| Borrowing costs capitalised to qualifying asset   | 21.5           | 10.2           |
| Amortisation of deferred borrowing costs  | (4.1)          | (4.7)          |
| Guarantee and commitment fees   | (6.0)          | (7.5)          |
| Unwind of discount on long-term provisions  | (2.1)          | (2.1)          |
| Credit value adjustment recognised in the profit or loss  | 6.9            | (8.0)          |
| Net change in fair value of derivatives not designated in a hedge relationship  | (13.7)         | (13.5)         |
| <b>Finance expense</b>  | <b>(207.8)</b> | <b>(227.7)</b> |
| <b>Recognised directly in the Consolidated Statement of Comprehensive Income</b>                                      |                |                |
| Effective portions of changes in fair value of cash flow hedges   | 40.8           | (72.9)         |
| Tax on finance income and finance costs recognised in the Consolidated Statement of Comprehensive Income              | (12.6)         | 22.5           |
| <b>Finance income/(expense) recognised directly in the Consolidated Statement of Comprehensive Income, net of tax</b> | <b>28.2</b>    | <b>(50.4)</b>  |

## 4.7 Dividends

### Accounting policy

Once resolved to be paid, dividends are a liability of Asciano and, to the extent they are not paid at the reporting date, are accounted for as other financial liabilities.

The following dividends were paid by the Company in the 2015 financial year:

|                  | Cents<br>per share | Total amount<br>\$M | Franked/<br>unfranked | Date of payment   |
|------------------|--------------------|---------------------|-----------------------|-------------------|
| Final dividend   | 8.50               | 82.9                | Fully franked         | 19 September 2014 |
| Interim dividend | 8.25               | 80.5                | Fully franked         | 18 March 2015     |

Franked dividends paid during the year were franked at the tax rate of 30%.

On 18 August 2015 Asciano announced that it had entered into a Scheme of Implementation Deed with Brookfield Infrastructure Partners Ltd ("BIP") to acquire Asciano at an implied offer value of A\$9.15 per Asciano share ("the transaction").

Asciano's Directors have unanimously recommended the transaction to shareholders in the absence of a superior proposal and subject to an Independent Expert opining that the Scheme is in the best interests of Asciano's shareholders.

No final dividend has been declared as Asciano, subject to ATO clearance and the transaction proceeding, intends to pay a full franked special dividend of up to 90 cents per share with a corresponding reduction in the cash component of the consideration offered by BIP under the scheme implementation deed announced on 18 August 2015.

### Dividend Franking Account

The balance in the franking account as at 30 June 2015 of \$327,015,143 (2014: \$267,362,022) arises from income tax paid and franked dividends received or receivable by the Asciano tax consolidated group, adjusted for franking credits that would arise from the payment of any current tax liabilities. The ability to utilise the franking credits is dependent upon there being sufficient available profit.

The balance in the New Zealand imputation account as at 30 June 2015 of A\$10,745,747 (2014: of A\$8,026,279) arises from income tax paid and franked dividends received or receivable by C3 Limited (a wholly owned subsidiary of Asciano which is registered and domiciled in New Zealand). Asciano has not elected into the trans-Tasman imputation regime and the New Zealand imputation credits would not be available to the shareholders of Asciano Limited.

## 4.8 Reserves

Movement in reserves:

|  | Common control<br>\$M | Translation<br>\$M | Hedge<br>\$M  | Employee equity<br>benefits<br>\$M | Corporatisation<br>\$M | Profit<br>\$M | Total<br>\$M     |
|--|-----------------------|--------------------|---------------|------------------------------------|------------------------|---------------|------------------|
| <b>2014</b>                                |                       |                    |               |                                    |                        |               |                  |
| Opening balance                            | (4,911.2)             | 1.0                | (36.3)        | 10.2                               | 9.3                    | 223.5         | (4,703.5)        |
| Other comprehensive income                 | –                     | 0.6                | (50.4)        | –                                  | –                      | –             | (49.8)           |
| Profits transferred from retained earnings | –                     | –                  | –             | –                                  | –                      | 144.2         | 144.2            |
| Dividends paid                             | –                     | –                  | –             | –                                  | –                      | (117.0)       | (117.0)          |
| Employee equity benefits                   | –                     | –                  | –             | 4.9                                | –                      | –             | 4.9              |
| Closing balance                            | (4,911.2)             | 1.6                | (86.7)        | 15.1                               | 9.3                    | 250.7         | (4,721.2)        |
| <b>2015</b>                                |                       |                    |               |                                    |                        |               |                  |
| Opening balance                            | (4,911.2)             | 1.6                | (86.7)        | 15.1                               | 9.3                    | 250.7         | (4,721.2)        |
| Other comprehensive income                 | –                     | (1.3)              | 28.2          | –                                  | –                      | –             | 26.9             |
| Profits transferred from retained earnings | –                     | –                  | –             | –                                  | –                      | 514.9         | 514.9            |
| Dividends paid                             | –                     | –                  | –             | –                                  | –                      | (163.3)       | (163.3)          |
| Employee equity benefits                   | –                     | –                  | –             | 0.7                                | –                      | –             | 0.7              |
| <b>Closing balance</b>                     | <b>(4,911.2)</b>      | <b>0.3</b>         | <b>(58.5)</b> | <b>15.8</b>                        | <b>9.3</b>             | <b>602.3</b>  | <b>(4,342.0)</b> |

### Common control reserve

As a result of Asciano's formation through a combination of entities under common control, an equity account was created as a component of equity, called the common control reserve. The balance of the account represents the excess of the fair value of Asciano shares as traded on 15 June 2007 over the initial carrying value of the Patrick, Pacific National and Toll Ports businesses transferred from Toll to Asciano at the time of the demerger.

### Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of liabilities that hedge the net investment loans in foreign operations.

### Hedge reserve

The hedge reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments, net of tax, related to hedged transactions that have not yet occurred.

### Employee equity benefits reserve

The employee equity benefits reserve is used to record the value of share-based payments provided to employees, including KMP, as part of their remuneration. The current balance relates to unexercised awards issued to senior executives under the Asciano Options and Rights Plan. The initial fair value attributed to the awards at grant date is recognised on a straight line basis over the vesting period. This reserve will be reversed against contributed equity if the underlying awards are exercised and result in shares being issued. Refer to note 6.2 for further details of the options and rights issued under the Asciano Options and Rights Plan.

The treasury share reserve, also part of the employee equity benefits reserve, is used to record the value of the rights issued under the Asciano Options and Rights Plan share-based payments which are provided to employees, including KMP, as part of their remuneration.

### Corporatisation reserve

The Asciano Finance Trust became a member of the Asciano tax consolidated group on corporatisation. The corporatisation reserve relates to deferred tax amounts which have been recognised on entry by the Trust to the Asciano tax consolidated group.

### Profit reserve

The profit reserve was established to record profits from which franked dividends can be paid.

#### 4.9 Contributed equity

##### Accounting policy

##### Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in contributed equity as a deduction, net of tax, from the proceeds of issue.

##### Treasury shares

The acquisition of Asciano's own equity instruments ("treasury shares") are not recognised as financial assets regardless of the reason for which they are reacquired. If Asciano reacquires its own equity instruments, the amount of consideration paid for those instruments is recognised as a deduction from equity. No gain or loss is recognised in the profit or loss on the purchase, sale, issue or cancellation of Asciano's own equity instruments. Such treasury shares may be acquired and held by the Parent or by other members of the consolidated group. Consideration paid or received for the transfer of treasury shares is recognised directly in equity.

There is no "par value" for ordinary shares. The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

Movement in number of issued shares:

|                           | Date                | Price per share<br>\$ | Number of fully paid ordinary shares | \$M            |
|---------------------------|---------------------|-----------------------|--------------------------------------|----------------|
| <b>2014</b>               |                     |                       |                                      |                |
| Balance at                | 1 July 2013         |                       | 975,385,664                          | 8,606.1        |
| Treasury shares acquired  |                     | 5.54                  |                                      | (4.7)          |
| Treasury shares allocated |                     | 5.03                  |                                      | 7.9            |
| Balance                   | 30 June 2014        |                       | 975,385,664                          | 8,609.3        |
| <b>2015</b>               |                     |                       |                                      |                |
| <b>Parent</b>             |                     |                       |                                      |                |
| Balance at                | 1 July 2014         |                       | 975,385,664                          | 8,609.3        |
| Treasury shares acquired  |                     | 6.34                  |                                      | (12.7)         |
| Treasury shares allocated |                     | 6.10                  |                                      | 7.9            |
| <b>Balance</b>            | <b>30 June 2015</b> |                       | <b>975,385,664</b>                   | <b>8,604.5</b> |

Treasury shares consist of shares held in trust for Asciano employees in relation to equity compensation plans. These shares will transfer to the participating executives on satisfaction of the relevant time and/or performance-based conditions.

At 30 June 2015, 911,364 shares (2014: 210,136 shares) were held in trust and classified as treasury shares.

#### 4.10 Accumulated losses

|  | 2015<br>\$M    | 2014<br>\$M    |
|--|----------------|----------------|
| Opening balance  | (189.3)        | (295.1)        |
| Profit after tax attributable to owners of Asciano Limited | 359.6          | 254.4          |
| Other comprehensive income                                 | 32.0           | (4.4)          |
| Profits transferred to profit reserve                      | (514.9)        | (144.2)        |
| <b>Closing balance</b>                                     | <b>(312.6)</b> | <b>(189.3)</b> |

## 5. How we structure the business

This section provides information which will help users understand how the Group structure affects the financial position and performance of the Group as a whole. In particular, there is information about:

- changes to the structure that occurred during the year as a result of business combinations;
- significant subsidiaries;
- interests in joint ventures; and
- parties to the deed of cross guarantee under which each company guarantees the debts of the others.

### 5.1 Assets and liabilities classified as held for sale

On 10 April 2015, the Group announced that its logistics arm, Patrick Port Logistics, had agreed to form a new joint venture with ACFS Port Logistics ("ACFS") subject to various conditions precedent including approval from the Australian Competition and Consumer Commission. As at 30 June 2015, all of the conditions precedent had not been met and therefore the formation of the joint venture had not been fully completed. Asciano and ACFS will each own a 50% equity interest in the new joint venture. Asciano's associated assets and liabilities that will be contributed to the new joint venture are consequently presented as held for sale in the 2015 financial statements.

#### Assets and liabilities of disposal group classified as held for sale

At 30 June 2015, the assets and liabilities of the disposal group were stated at fair value less costs to sell and comprised:

|   | 2015<br>\$M |
|---|-------------|
| Assets classified as held for sale                                      |             |
| Trade and other receivables   | 16.8        |
| Inventories   | 0.1         |
| Prepayments and other assets  | 3.4         |
| Property, plant and equipment   | 27.4        |
| Intangibles   | 4.0         |
| <b>Total assets held for sale</b>                                       | <b>51.7</b> |
| Liabilities directly associated with assets classified as held for sale |             |
| Trade payables  | 7.0         |
| Other payables and accrued expenses                                     | 1.2         |
| Provisions  | 0.2         |
| Employee benefits   | 5.0         |
| Deferred tax liabilities  | 0.7         |
| <b>Total liabilities held for sale</b>                                  | <b>14.1</b> |
| <b>Net assets of disposal group held for sale</b>                       | <b>37.6</b> |

There are no cumulative income or expenses included in other comprehensive income relating to the disposal group.

## 5.2 Subsidiaries

### **Accounting policy**

#### ***Subsidiaries***

Subsidiaries are those entities over which Asciano has the power, directly or indirectly, to govern the financial and operating policies generally accompanied by an equity holding of more than half the voting rights. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control of the subsidiary commences until the date that control ceases.

Inter-entity transactions, balances and unrealised gains on transactions between Group entities are eliminated.

#### ***Foreign operations***

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition are translated to the functional currency at exchange rates applicable at the reporting date. The income and expenses of foreign operations are translated to Australian dollars at exchange rates at the dates of transactions.

Foreign currency differences are recognised in other comprehensive income, and presented in the foreign currency translation reserve in equity.

#### ***Non-controlling interests***

Other non-controlling interests are interests in partly owned subsidiaries, which are not held either directly or indirectly by Asciano Limited.

### **Significant subsidiaries**

All significant operating subsidiaries listed below were incorporated in Australia, except C3 Limited which is incorporated in New Zealand, and are 100% owned, except Patrick Autocare Pty Limited which is 80% owned.

Asciano Finance Limited

Asciano Services Pty Limited

Pacific National (NSW) Pty Limited

Pacific National (QLD) Pty Limited

Pacific National (Queensland Coal) Pty Limited

Patrick Autocare Pty Limited

Patrick Container Ports Pty Limited

Patrick Ports Pty Limited

Patrick Stevedores Holdings Pty Limited

Patrick Stevedores Operations Pty Limited

Patrick Stevedores Operations No 2 Pty Limited

Patrick Stevedoring Pty Limited

Plzen Pty Limited

PSL Services Pty Limited

C3 Limited

Mountain Industries Pty Ltd

MTN Industries Pty Ltd

### 5.3 Equity accounted investments

#### Accounting policy

A joint venture is an arrangement in which Asciano has joint control whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. The financial statements include Asciano's share of the total recognised gains and losses on an equity accounted basis subsequent to initial recognition at cost, which includes transaction costs.

When Asciano's share of losses exceeds its interest in a joint venture, Asciano's carrying amount is reduced to \$nil and recognition of further losses is discontinued except to the extent that Asciano has incurred legal or constructive obligations or made payments on behalf of a joint venture.

Unrealised gains on transactions between Asciano and its joint ventures are eliminated to the extent of Asciano's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of joint ventures have been changed where necessary to ensure consistency with the policies adopted by Asciano.

Associates are all entities over which the Group has significant influence but not control or joint control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

|                              | 2015<br>\$M | 2014<br>\$M |
|------------------------------|-------------|-------------|
| Equity accounted investments | 30.4        | 30.9        |

Summary financial information for equity accounted investees, not adjusted for Asciano's percentage ownership, is as follows:

| 2015   | Owned % | Nature of relationship | Assets \$M | Liabilities \$M | Revenue \$M | Profit before tax \$M | Asciano's share of net profit after tax \$M |
|--|---------|------------------------|------------|-----------------|-------------|-----------------------|---|
| 1-Stop Connections Pty Limited <sup>1</sup>  | 50      | Joint Venture          | 9.9        | (5.2)           | 14.8        | 3.5                   | 1.3   |
| Albany Bulk Handling Pty Limited             | 50      | Joint Venture          | 13.1       | (1.4)           | 8.7         | 3.7                   | 1.3   |
| Australian Amalgamated Terminals Pty Ltd     | 50      | Joint Venture          | 116.2      | (115.6)         | 85.7        | 22.2                  | 7.5   |
| Car Compounds of Australia Pty Limited       | 50      | Joint Venture          | 6.1        | (1.9)           | 16.6        | (0.8)                 | (0.3)                                       |
| Geelong Unit Trust                           | 50      | Joint Venture          | 106.3      | (67.2)          | 32.2        | 9.4                   | 5.3   |
| Insync Solutions                             | 50      | Joint Venture          | 5.7        | (3.5)           | 5.0         | 1.3                   | 0.6   |
| Smart Cargo Logistics Limited                | 50      | Joint Venture          | 0.3        | –               | 0.5         | –                     | –   |
| LDC Mountain Industries Pty Ltd <sup>2</sup> | 49      | Associate              | 7.0        | (0.1)           | 0.5         | 0.3                   | 0.1   |
|  |         |                        | 264.6      | (194.9)         | 164.0       | 39.6                  | 15.8  |
| <b>2014</b>                                  |         |                        |            |                 |             |                       |   |
| 1-Stop Connections Pty Limited <sup>1</sup>  | 50      | Joint Venture          | 5.6        | (2.2)           | 13.0        | 2.4                   | 1.3   |
| Albany Bulk Handling Pty Limited             | 50      | Joint Venture          | 11.4       | (1.3)           | 9.0         | 4.0                   | 1.4   |
| Australian Amalgamated Terminals Pty Ltd     | 50      | Joint Venture          | 113.1      | (110.8)         | 70.5        | 19.0                  | 6.6   |
| Car Compounds of Australia Pty Limited       | 50      | Joint Venture          | 7.8        | (1.7)           | 27.6        | 4.6                   | 1.6   |
| Geelong Unit Trust                           | 50      | Joint Venture          | 104.7      | (66.6)          | 26.2        | 7.4                   | 3.2   |
| Insync Solutions                             | 50      | Joint Venture          | 5.3        | (3.3)           | 5.2         | 1.6                   | 0.7   |
| Smart Cargo Logistics Limited                | 50      | Joint Venture          | 0.4        | –               | 0.8         | 0.1                   | 0.1   |
| LDC Mountain Industries Pty Ltd <sup>2</sup> | 49      | Associate              | 7.0        | (7.1)           | 0.5         | –                     | –   |
|  |         |                        | 255.3      | (193.0)         | 152.8       | 39.1                  | 14.9  |

1. Reporting date is 31 December.

2. Equity accounted investment acquired on consolidation of Mountain Industries from 31 October 2013. Revenue and profit before tax represents financial information from the date of acquisition.

Distributions received from joint ventures during the year ended 30 June 2015 totalled \$14.5 million (2014: \$12.2 million).

All joint ventures were incorporated or formed in Australia apart from Insync Solutions and Smart Cargo Logistics Limited which are incorporated in New Zealand.

#### 5.4 Deed of cross guarantee

Pursuant to ASIC Class Order 98/1418 dated 13 August 1998 (as amended by individual ASIC Order 08/0062 issued to the Parent on 31 January 2008), the wholly owned subsidiaries of the Parent listed below are relieved from the *Corporations Act 2001* requirements for preparation, audit and lodgement of financial reports and directors' reports.

It is a condition of the class order and individual ASIC Order 07/0813 issued to the Parent on 12 October 2007 that the Parent and each of the wholly owned subsidiaries enter into a deed of cross guarantee. The effect of the deed is that the Parent guarantees to each creditor payment in full of any debt in the event of the winding up of any of the wholly owned subsidiaries under certain provisions of the *Corporations Act 2001*. If a winding up occurs under other provisions of the Act, the Parent will only be liable in the event that after six months any creditor has not been paid in full. The wholly owned subsidiaries have also given similar guarantees in the event that the Parent is wound up.

The subsidiaries subject to the deed are as follows:

|   |  |
|---|--|
| Asciano Executive Services Pty Ltd            | Asciano Holdings (Containers) Pty Ltd              |
| Asciano Holdings (Corporate) Pty Ltd          | Asciano Holdings (Executive) Pty Ltd               |
| Asciano Holdings (General & Bulk) Pty Ltd     | Asciano Holdings (Properties) Pty Ltd              |
| Asciano Holdings (Rail) Pty Ltd               | Asciano Properties Operations Pty Ltd <sup>1</sup> |
| Asciano Properties Pty Ltd                    | Asciano Rail Holdings Pty Ltd                      |
| Asciano Services Pty Ltd                      | Asciano (Employee Share Plans) Pty Ltd             |
| ATN Access Pty Limited                        | Eastern Basin Pty Ltd <sup>2</sup>                 |
| C3 Australia Pty Ltd                          | National Rail Consortium (Insurance) Pty Ltd       |
| National Stevedoring Holdings Pty Limited     | Pacific National (Bulk Rail) Pty Ltd               |
| Pacific National (NSW) Pty Ltd                | Pacific National (QLD) Pty Ltd                     |
| Pacific National (Queensland Coal) Pty Ltd    | Pacific National (Queensland Coal Holdco) Pty Ltd  |
| Pacific National (Tasmania) Pty Limited       | Pacific National Pty Ltd                           |
| Patrick Auto, Bulk and General Ports Pty Ltd  | Patrick BWL Pty Limited                            |
| Patrick Container Ports Pty Ltd               | Patrick Distribution Pty Limited                   |
| ACN 095 062 570 Pty Limited                   | Patrick Port Services Pty Limited                  |
| Patrick Portlink Pty Limited                  | Patrick Ports Pty Ltd                              |
| Patrick Stevedores Operations Pty Limited     | Patrick Stevedores Holdings Pty Limited            |
| Patrick Stevedoring Pty Ltd                   | Patrick Stevedores Operations No 2 Pty Limited     |
| Plzen Pty Limited                             | Patrick Stevedoring (BSL) Pty Ltd                  |
| PN Tas (Services) Pty Limited                 | Phillips Transport Pty Limited                     |
| Terminals Australia Pty Limited               | PN Tas (Operations) Pty Limited                    |
| WA Grain Stevedores Pty Ltd                   | PSL Services Pty Limited                           |
| Patrick Projects Pty Ltd                      | Strang Patrick Holdings Pty. Limited               |
| Infrastructure Investment Corporation Pty Ltd | Train Crewing Services Pty Ltd                     |
| Mountain Industries Pty Ltd                   | Mountain Bulk Haulage Pty Ltd                      |
| MTN Industries Pty Ltd                        | Geelongport Pty Limited                            |
| ACN 065 981 526 Pty Ltd                       |  |

1. As trustee for Asciano Properties Trust.

2. As trustee for Eastern Basin Unit Trust.

#### 5.4 Deed of cross guarantee (continued)

A Consolidated Statement of Comprehensive Income, a summary of accumulated losses, and a Consolidated Statement of Financial Position, comprising the Parent and controlled entities that are a party to the deed of cross guarantee, after eliminating all transactions between parties to the deed, at 30 June 2015 are set out as follows:

|  | 2015<br>\$M    | 2014<br>\$M    |
|--|----------------|----------------|
| Consolidated Statement of Comprehensive Income                             |                |                |
| Revenue from services rendered   | 3,406.3        | 3,511.5        |
| Other income   | 585.6          | 21.5           |
| Share of net profit of joint ventures                                      | 15.5           | 16.5           |
| Operating expenses excluding depreciation and amortisation                 | (2,495.2)      | (2,539.6)      |
| <b>Profit before depreciation, amortisation, net finance costs and tax</b> | <b>1,512.2</b> | <b>1,009.9</b> |
| Depreciation   | (287.7)        | (336.0)        |
| Amortisation   | (47.6)         | (46.0)         |
| <b>Profit before net finance costs and tax</b>                             | <b>1,176.9</b> | <b>627.9</b>   |
| Net finance expense  | (45.5)         | (160.4)        |
| <b>Profit before tax</b>   | <b>1,131.4</b> | <b>467.5</b>   |
| Tax expense  | (333.7)        | (134.0)        |
| <b>Profit after tax</b>  | <b>797.7</b>   | <b>333.5</b>   |
| Other comprehensive income   | 58.9           | 60.6           |
| <b>Profit for the period</b>   | <b>856.6</b>   | <b>394.1</b>   |
| Accumulated losses at beginning of year                                    | (443.1)        | (693.0)        |
| Dividends paid   | 163.3          | 117.0          |
| Transfers to reserves  | (702.0)        | (261.2)        |
| <b>Accumulated losses at end of the year</b>                               | <b>(125.2)</b> | <b>(443.1)</b> |

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| Consolidated Statement of Financial Position | 2015<br>\$M    | 2014<br>\$M    |
|--|----------------|----------------|
| <b>Current assets</b>                        |                |                |
| Cash and cash equivalents                    | 127.3          | 167.3          |
| Trade and other receivables                  | 388.6          | 378.2          |
| Prepayments and other assets                 | 20.5           | 21.3           |
| Inventories                                  | 40.3           | 32.0           |
| Derivative financial assets                  | 114.2          | 4.1            |
| Assets held for sale                         | 51.7           | –              |
| <b>Total current assets</b>                  | <b>742.6</b>   | <b>602.9</b>   |
| <b>Non-current assets</b>                    |                |                |
| Property, plant and equipment                | 4,150.7        | 3,985.8        |
| Intangible assets                            | 2,591.5        | 2,607.1        |
| Equity accounted investments                 | 30.4           | 30.9           |
| Loans to joint ventures                      | 56.2           | 56.2           |
| Trade and other receivables                  | 1.4            | 1.9            |
| Prepayments and other assets                 | 1.3            | 3.9            |
| Inventories                                  | 38.8           | 31.6           |
| Derivative financial assets                  | 2,171.5        | 1,704.8        |
| Net deferred tax assets                      | –              | 69.3           |
| <b>Total non-current assets</b>              | <b>9,041.8</b> | <b>8,491.5</b> |
| <b>Total assets</b>                          | <b>9,784.4</b> | <b>9,094.4</b> |
| <b>Current liabilities</b>                   |                |                |
| Trade and other payables                     | 323.4          | 434.4          |
| Provisions and employee benefits             | 236.5          | 214.3          |
| Loans and borrowings                         | 0.5            | 0.6            |
| Derivative financial liabilities             | 40.3           | 61.4           |
| Current tax liabilities                      | 33.3           | 9.2            |
| Liabilities held for sale                    | 14.1           | –              |
| <b>Total current liabilities</b>             | <b>648.1</b>   | <b>719.9</b>   |
| <b>Non-current liabilities</b>               |                |                |
| Other payables and accrued expenses          | 84.7           | 132.4          |
| Provisions and employee benefits             | 79.9           | 82.8           |
| Loans and borrowings                         | 4,225.6        | 4,230.8        |
| Derivative financial liabilities             | 52.9           | 57.8           |
| Net deferred tax liabilities                 | 133.2          | –              |
| <b>Total non-current liabilities</b>         | <b>4,576.3</b> | <b>4,503.8</b> |
| <b>Total liabilities</b>                     | <b>5,224.4</b> | <b>5,223.7</b> |
| <b>Net assets</b>                            | <b>4,560.0</b> | <b>3,870.7</b> |
| <b>Equity</b>                                |                |                |
| Contributed equity                           | 9,657.2        | 9,661.9        |
| Reserves                                     | (4,971.9)      | (5,351.1)      |
| Other comprehensive income                   | (0.1)          | 3.0            |
| Accumulated losses                           | (125.2)        | (443.1)        |
| <b>Total equity</b>                          | <b>4,560.0</b> | <b>3,870.7</b> |

## 6. How we remunerate our employees

This section presents information in relation to remuneration paid by Asciano to its employees including information in relation to payments to key management personnel, issued share-based payment awards and other employee benefits including superannuation.

### 6.1 Key management personnel

Details on the remuneration paid to the Non-Executive Directors, the Executive Director and those other executives who at any point during the financial year had authority and responsibility for planning, directing and controlling the activities of Asciano are provided under section 7 of the Directors' report.

|                                   | 2015<br>\$000 | 2014<br>\$000 |
|-----------------------------------|---------------|---------------|
| <b>Remuneration elements</b>      |               |               |
| Short-term employee benefits      | 7,615         | 7,256         |
| Post-employment benefits          | 127           | 107           |
| Other long-term employee benefits | 95            | 153           |
| Share-based payments              | 2,045         | 2,235         |
| <b>Total remuneration</b>         | <b>9,882</b>  | <b>9,751</b>  |

### 6.2 Share-based payments

#### Accounting policy

##### *Share-based payment transactions*

The Asciano Limited Executive Incentive Plan allows executives and selected employees to acquire shares in the Company. The fair value of options or rights granted is recognised as an employee benefits expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options or rights. The fair value of the options or rights granted is measured using the Monte Carlo and Binomial methods, taking into account the terms and conditions upon which the options or rights were granted. The amount recognised as an expense is adjusted to reflect the actual number of options or rights that vest except where forfeiture is only due to share prices not achieving the threshold for vesting.

The fair value of the Asciano employee options and rights plan is measured using the Monte Carlo simulation methodology and Binomial tree methodology. Measurement inputs include the share price on the measurement date, the exercise price of the instrument, expected volatility, expected term of the instruments, expected dividends, and the risk-free interest rate (based on Australian Corporate Bonds as per the Milliman report). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

#### (a) Asciano Options and Rights Plan

The Option Plan was established to provide LTIs for executives and selected employees. Under the Option Plan, participants are granted options that only vest if certain time-based and performance-based vesting conditions are met. Participation in the Option Plan is at the Board's discretion and no individual has a contractual right to participate in the Option Plan or to receive any guaranteed benefits.

The number of options granted to executives and selected employees are based upon their target LTI. This target LTI is determined based upon the executive's or employee's level of seniority and contribution to the profitability of Asciano.

The options vest over a three to four year period and are subject to Asciano's relative TSR performance against companies in the S&P/ASX 100 Index (excluding resources and financial companies). The options also have an additional, inherent, performance hurdle, being that the share price at vesting date must be above the exercise price. The options are equity-settled.

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Vested options can be exercised to acquire shares in the Company, subject to paying an exercise price. The acquired shares are subject to an optional holding lock for a maximum period of seven years from the date the options were granted. Once the holding lock has lifted, the shares can be sold at any time subject to compliance with the Asciano Share Trading Policy. Options granted under the Option Plan carry no dividend or voting rights.

No options were granted during the 2015 financial year as the Company now uses a Rights plan for its LTI plan.

Set out below are the key terms of options granted under the Option Plan:

| Grant date       | Tranche | Expiry date  | Exercise price \$ | Fair value of grant \$ | Opening balance | Granted | Exercised   | Lapsed    | Closing balance |
|------------------|---------|--------------|-------------------|------------------------|-----------------|---------|-------------|-----------|-----------------|
| <b>2015</b>      |         |              |                   |                        |                 |         |             |           |                 |
| 15 July 2010     | B       | 30 June 2015 | 5.01              | 1.02                   | 894,948         | –       | (492,527)   | (402,421) | –               |
| 17 December 2010 | B       | 30 June 2015 | 5.01              | 0.96                   | 303,890         | –       | (77,431)    | (226,459) | –               |
| 10 November 2011 | B       | 30 June 2015 | 5.04              | 0.54                   | 516,186         | –       | (320,035)   | (196,151) | –               |
|                  |         |              |                   |                        | 1,715,024       | –       | (889,993)   | (825,031) | –               |
| <b>2014</b>      |         |              |                   |                        |                 |         |             |           |                 |
| 8 October 2009   | A       | 30 June 2014 | 4.56              | 1.59                   | 777,796         | –       | (719,938)   | (57,858)  | –               |
| 8 October 2009   | B       | 30 June 2014 | 4.56              | 1.53                   | 259,251         | –       | (155,551)   | (103,700) | –               |
| 15 July 2010     | B       | 30 June 2015 | 5.01              | 1.02                   | 1,067,635       | –       | (172,687)   | –         | 894,948         |
| 17 December 2010 | B       | 30 June 2015 | 5.01              | 0.96                   | 482,640         | –       | (178,750)   | –         | 303,890         |
| 10 November 2011 | B       | 30 June 2015 | 5.04              | 0.54                   | 516,186         | –       | –           | –         | 516,186         |
|                  |         |              |                   |                        | 3,103,508       | –       | (1,226,926) | (161,558) | 1,715,024       |

The options granted during the 2011 financial year and subject to the TSR performance hurdle were tested on 1 July 2013 and 52% vested. These options were retested on 1 July 2014 and an additional 10% vested. All vested options outstanding at 30 June 2015 expired. The model inputs used in determining the fair value of options granted in the 2012 financial year under the Option Plan are provided below:

| Grant date       | Performance hurdle | Expiry date  | Exercise price \$ | Fair value \$ | Share price at grant date \$ | Expected price volatility % | Expected dividend yield % | Risk-free rate % |
|------------------|--------------------|--------------|-------------------|---------------|------------------------------|-----------------------------|---------------------------|------------------|
| 10 November 2011 | TSR                | 30 June 2015 | 5.04              | 0.54          | 4.47                         | 25                          | 1.7                       | 3.4              |

The model inputs used in determining the fair value of options granted in the 2011 financial year under the Option Plan are provided below:

| Grant date       | Performance hurdle | Expiry date  | Exercise price \$ | Fair value \$ | Share price at grant date \$ | Expected price volatility % | Expected dividend yield % | Risk-free rate % |
|------------------|--------------------|--------------|-------------------|---------------|------------------------------|-----------------------------|---------------------------|------------------|
| 15 July 2010     | TSR                | 30 June 2015 | 5.01              | 1.02          | 5.10                         | 25                          | 2.7                       | 4.65             |
| 27 October 2010  | TSR                | 30 June 2015 | 5.01              | 0.87          | 4.71                         | 25                          | 1.3                       | 4.94             |
| 17 December 2010 | TSR                | 30 June 2015 | 5.01              | 0.96          | 4.80                         | 25                          | 1.3                       | 5.24             |

## 6.2 Share-based payments (continued)

### Reconciliation of outstanding share options

The number and weighted average exercise prices of share options under the Asciano Option Plan are as follows:

|                                | Number of<br>options in<br>thousands<br>2015 | Weighted<br>average exercise<br>price<br>2015 | Number of<br>options in<br>thousands<br>2014 | Weighted<br>average exercise<br>price<br>2014 |
|--------------------------------|--|---|--|---|
| <b>In thousands of options</b> |  |   |  |   |
| Outstanding at 1 July          | 1,715  | 5.02  | 3,104  | 4.86  |
| Forfeited during the year      | (782)  | 5.01  | (58)   | 4.56  |
| Exercised during the year      | (890)  | 5.02  | (1,227)                                      | 5.07  |
| Expired during the year        | (43)   | 5.01  | (104)  | 4.56  |
| Outstanding at 30 June         | –  | –   | 1,715  | 5.02  |
| Exercisable at 30 June         | –  | –   | 729  | 5.02  |

There are no options outstanding as at 30 June 2015. The options outstanding as at 30 June 2014 had an exercise price of \$5.02.

### (b) Asciano Short Term Incentive (STI) Plan

Under Asciano's STI Plan, certain participating employees receive 75% of the annual STI achieved in cash and 25% in the form of STI rights to shares of Asciano. Of the STI rights allocated on 3 October 2012, for the 2012 financial year, the second half vested on 1 September 2014. Of the STI rights allocated on 3 October 2013, for the 2013 financial year, half vested on 1 September 2014 and the other half will vest on 1 September 2015. The rights automatically convert into one ordinary share each on vesting at an exercise price of nil. The participating employees do not receive any dividends and are not entitled to vote in relation to the deferred shares during the vesting period. If the participating employee ceases to be employed by the Asciano Group within this period, the rights will be forfeited, except in limited circumstances that are approved by the Board on a case-by-case basis.

The shares are acquired on market as required, and prior to each vesting date, and are held as treasury shares until such time as they are vested. Forfeited shares are reallocated in subsequent grants.

Set out below are the key terms of the STI rights granted under the STI Plan.

STI rights granted during the 2013 financial year in respect of the 2012 financial year:

| Grant date     | Vesting date     | Risk-free interest rate % | Share price at grant date \$ | Expected price volatility % | Expected dividend yield % | Time-based condition |                      |
|----------------|------------------|---------------------------|------------------------------|-----------------------------|---------------------------|----------------------|----------------------|
|                |                  |                           |                              |                             |                           | Fair value \$        | Number of STI rights |
| 3 October 2012 | 1 September 2014 | 2.38                      | 4.45                         | 25                          | 2.2                       | 4.27                 | 211,916              |

STI rights granted during the 2014 financial year in respect of the 2013 financial year:

| Grant date     | Vesting date     | Risk-free interest rate % | Share price at grant date \$ | Expected price volatility % | Expected dividend yield % | Time-based condition |                      |
|----------------|------------------|---------------------------|------------------------------|-----------------------------|---------------------------|----------------------|----------------------|
|                |                  |                           |                              |                             |                           | Fair value \$        | Number of STI rights |
| 20 August 2013 | 1 September 2014 | 2.39                      | 5.23                         | 25                          | 2.3                       | 5.11                 | 91,932               |
| 20 August 2013 | 1 September 2015 | 2.56                      | 5.23                         | 25                          | 2.3                       | 4.99                 | 91,931               |
| 3 October 2013 | 1 September 2014 | 2.45                      | 5.87                         | 25                          | 2.6                       | 5.73                 | 185,034              |
| 3 October 2013 | 1 September 2015 | 2.62                      | 5.87                         | 25                          | 2.6                       | 5.58                 | 185,003              |

STI rights granted during the 2015 financial year in respect of the 2014 financial year:

| Grant date     | Vesting date     | Risk-free interest rate % | Share price at grant date \$ | Expected price volatility % | Expected dividend yield % | Time-based condition |                      |
|----------------|------------------|---------------------------|------------------------------|-----------------------------|---------------------------|----------------------|----------------------|
|                |                  |                           |                              |                             |                           | Fair value \$        | Number of STI rights |
| 13 August 2014 | 1 September 2015 | 2.50                      | 5.89                         | 25                          | 2.6                       | 5.73                 | 93,405               |
| 13 August 2014 | 1 September 2016 | 2.56                      | 5.89                         | 25                          | 2.6                       | 5.58                 | 93,401               |
| 20 August 2014 | 1 September 2015 | 2.47                      | 6.02                         | 25                          | 2.6                       | 5.86                 | 7,670                |
| 20 August 2014 | 1 September 2016 | 2.54                      | 6.02                         | 25                          | 2.6                       | 5.71                 | 7,668                |
| 1 October 2014 | 1 September 2015 | 2.54                      | 6.09                         | 25                          | 3.7                       | 5.89                 | 140,697              |
| 1 October 2014 | 1 September 2016 | 2.60                      | 6.09                         | 25                          | 3.7                       | 5.67                 | 140,673              |

The number of rights to be granted is determined based on the dollar value of the achieved STI divided by the weighted average price at which the Company's shares are traded on the ASX during the week up to and including the date of the grant.

The fair value of the rights at grant date was estimated based on market price of the Company's shares on that date, with downward adjustment to take into account the present value of dividends that will not be received by executives on their rights during the two year vesting period.

As at 30 June 2015, the balance of the STI rights was 651,455 (2014: 602,872) following the issue of 483,514 STI rights, vesting of 413,001 STI rights and the forfeiture of 21,930 STI rights. For the year ended 30 June 2015, the Group has included an estimated expense of \$1.1 million for STI rights in respect of the 2015 financial year which will be allocated during the 2016 financial year.

#### (c) Asciano LTI Plan

The Asciano LTI Plan was established to provide LTIs for executives and selected employees. Under the LTI Plan, participants are granted rights that only vest if certain time-based and performance-based vesting conditions are met. Participation in the LTI Plan is at the Board's discretion and no individual has a contractual right to participate in the LTI Plan or to receive any guaranteed benefits.

The number of rights granted to executives is based upon their target LTI. This target LTI is determined based upon the executive's level of seniority and contribution to the profitability of Asciano.

The rights vest over a three year period and are subject to two equally weighted performance hurdles, being Asciano's relative TSR performance against companies in the S&P/ASX 100 Index (excluding resources and financial companies) and the ROCE hurdle. The rights also have an additional, inherent, performance hurdle, being that the share price at vesting date must be above the exercise price. The rights are equity-settled.

## 6.2 Share-based payments (continued)

| Grant date       | Vesting date | Risk-free interest rate % | Share price at grant date \$ | Expected price volatility % | Expected dividend yield % | Non-market performance condition |                            | Market performance condition |                            |
|------------------|--------------|---------------------------|------------------------------|-----------------------------|---------------------------|----------------------------------|----------------------------|------------------------------|----------------------------|
|                  |              |                           |                              |                             |                           | Fair value \$                    | Number of rights to shares | Fair value \$                | Number of rights to shares |
| 12 November 2014 | 30 June 2017 | 2.58-2.59                 | 6.28                         | 25                          | 3.5                       | 5.73                             | 209,117                    | 4.34                         | 209,117                    |
| 20 August 2014   | 30 June 2017 | 2.64-2.66                 | 6.02                         | 25                          | 2.6                       | 5.59                             | 50,768                     | 3.99                         | 50,767                     |
| 13 August 2014   | 30 June 2017 | 2.66-2.67                 | 5.89                         | 25                          | 2.6                       | 5.46                             | 226,621                    | 3.95                         | 226,620                    |
| 18 February 2014 | 30 June 2016 | 3.00-3.04                 | 5.74                         | 25                          | 2.6                       | 5.39                             | 4,351                      | 3.90                         | 4,351                      |
| 12 November 2013 | 30 June 2016 | 3.00-3.04                 | 5.81                         | 25                          | 2.6                       | 5.42                             | 236,674                    | 3.97                         | 236,674                    |
| 20 August 2013   | 30 June 2016 | 2.75-2.79                 | 5.23                         | 25                          | 2.3                       | 4.90                             | 303,287                    | 3.36                         | 303,293                    |
| 9 January 2013   | 30 June 2015 | 2.60                      | 4.74                         | 25                          | 2.2                       | 4.47                             | 13,394                     | 3.01                         | 13,394                     |
| 15 November 2012 | 30 June 2015 | 2.57                      | 4.18                         | 25                          | 2.2                       | 3.95                             | 257,768                    | 2.08                         | 257,767                    |
| 3 November 2012  | 30 June 2015 | 2.60                      | 4.51                         | 25                          | 2.2                       | 4.25                             | 40,434                     | 2.87                         | 40,434                     |
| 3 October 2012   | 30 June 2015 | 2.33                      | 4.45                         | 25                          | 2.2                       | 4.19                             | 254,902                    | 2.50                         | 254,902                    |
| 16 January 2012  | 30 June 2014 | 4.87                      | 4.62                         | 25                          | 1.3                       | 4.44                             | 173,780                    | 3.00                         | 173,777                    |
| 29 August 2011   | 30 June 2014 | 3.82                      | 4.53                         | 25                          | 1.7                       | 4.32                             | 9,227                      | 2.94                         | 9,226                      |
| 10 November 2011 | 30 June 2014 | 3.41                      | 4.47                         | 25                          | 1.7                       | 4.26                             | 224,072                    | 2.88                         | 224,072                    |
| 18 April 2012    | 30 June 2014 | 3.23                      | 4.75                         | 25                          | 2.4                       | 4.51                             | 21,432                     | 2.90                         | 21,431                     |

The non-market performance condition tranche refers to the rights subject to the ROCE hurdle and the market performance condition tranche refers to the rights subject to the relative TSR hurdle. The rights subject to the ROCE hurdle have been valued using the Binomial model and their value is exclusive of market performance hurdles while the rights subject to the TSR hurdle have been valued using a Monte Carlo simulation that takes into account the relative TSR hurdle.

### (d) Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the financial year as part of employee benefits expense were as follows:

|   | 2015<br>\$M | 2014<br>\$M |
|---|-------------|-------------|
| Rights issued under the Asciano Options and Rights Plan | 4.2         | 4.9         |

### 6.3 Employee benefits and superannuation

#### **Accounting policy**

##### ***Long-term service benefits***

Asciano's net obligation in respect of long-term service benefits, other than superannuation, is the amount of future benefits that employees have earned in return for their service in the current and prior periods. That benefit is calculated using expected future increases in wage and salary rates including related on-costs and expected settlement dates, and is discounted using the rates attached to the Australian Corporate Bonds as generated in the Milliman report that have maturity dates approximating the terms of Asciano's obligations.

Long service leave is classified as current where the leave has vested, or will vest within the next 12 months, in accordance with the relevant state legislation under which the employee operates.

##### ***Defined contribution superannuation funds***

Obligations for contributions to defined contribution superannuation funds are recognised as an expense in the profit or loss as incurred.

##### ***Defined benefit superannuation funds***

Asciano's net obligation in respect of defined benefit superannuation funds is calculated separately for each fund by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods. The benefit is discounted to determine its present value and the fair value of any fund assets and any unrecognised past service cost is deducted.

The discount rate is the yield at the end of period date on the Australian Corporate Bonds as generated in the Milliman report that have maturity dates approximating to the terms of Asciano's obligations. The calculation is performed annually by a qualified actuary using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures, periods of service and taxes.

When the benefits of a fund are improved, the portion of the increased benefit relating to past service by employees is recognised in the profit or loss on a straight line basis over the average period until the benefits become vested. To the extent that the benefits vest immediately, the expense is recognised immediately in the profit or loss. Actuarial gains and losses are recognised directly in other comprehensive income.

Asciano determines the net interest expense (income) for the period on the net defined benefit liability (asset) by applying the same discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability (asset) after taking into account contributions and benefit payments during the period. Consequently, the net interest recognised in the statement of profit or loss comprises:

- interest cost on the defined benefit obligation at the start of the period; and
- interest income on plan assets during the period.

The difference between the actual return on plan assets for the year and the interest income on plan assets is recognised as part of remeasurements within other comprehensive income.

##### ***Short-term employee benefits***

Liabilities for employee benefits for wages, salaries, annual leave and sick leave that are due within 12 months of the reporting date represent present obligations resulting from employees' services provided at the reporting date. These balances are calculated at undiscounted amounts based on remuneration wage and salary rates that Asciano expects to pay as at the reporting date including related on-costs, such as workers compensation insurance and payroll tax. Non-accumulating non-monetary benefits (such as parking and mobile telephone expenses) are expensed based on the net marginal cost to Asciano as the benefits are taken by the employees.

##### ***Termination benefits***

Termination benefits are payable when employment is terminated before the normal retirement date, or when the employee accepts voluntary redundancy in exchange for these benefits. Asciano recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal or to providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the end of reporting date are discounted to present value.

##### ***Defined benefit superannuation funds***

A liability or asset in respect of defined benefit superannuation funds is recognised in the statement of financial position, and is measured as the present value of the defined benefit obligation less the fair value of the superannuation fund's assets and any unrecognised past service cost. The present value of the defined benefit obligation is based on expected future payments which arise from membership of the fund to the reporting date, calculated annually by independent actuaries using the projected unit credit method. Assumptions have been made by the actuaries as to expected future wage and salary levels, experience of employee departures and periods of service

### 6.3 Employee benefits and superannuation (continued)

#### Critical accounting estimates and judgements

##### *Change in discount rate used in the Group's estimate*

As at 30 June 2015, the discount rate was changed from the Government Bond rate to the Australian Corporate Bond rate as generated in the Milliman report. The discount rate is applied in the Group's estimates of employee benefit provisions that include both the defined benefit plan liability and the long service leave provision.

The effect of the change to the discount rate on the Consolidated Statement of Financial Position is as follows:

| 2015<br>\$M   | Defined benefit<br>plan liability | Long service<br>leave |
|---|-----------------------------------|-----------------------|
| Balance as at 30 June 2015 using Government Bond rate                 | 119.8                             | 110.7                 |
| Impact of the change from Government Bond rate to Corporate Bond rate | (46.6)                            | (1.8)                 |
| Balance as at 30 June 2015  | 73.2                              | 108.9                 |

The effect on the Consolidated Statement of Profit or Loss is as follows:

|  |   |     |
|--|---|-----|
| Decrease in employee benefits expense (net of tax) | – | 1.3 |
| Decrease in profit after tax                       | – | 1.3 |

The effect on the Consolidated Statement of Other Comprehensive Income is as follows:

|   |      |   |
|---|------|---|
| Decrease in defined benefit superannuation fund actuarial losses (net of tax) | 32.6 | – |
| Decrease in other comprehensive income  | 32.6 | – |

Provisions in relation to employee benefits are as follows:

|                                | 2015<br>\$M | 2014<br>\$M |
|--------------------------------|-------------|-------------|
| <b>Current</b>                 |             |             |
| Long service leave             | 90.0        | 90.7        |
| Annual leave                   | 84.7        | 92.2        |
| Other employee entitlements    | 17.7        | 18.9        |
|                                | 192.4       | 201.8       |
| <b>Non-current</b>             |             |             |
| Defined benefit plan liability | 73.2        | 120.8       |
| Long service leave             | 18.9        | 17.7        |
|                                | 92.1        | 138.5       |

### Defined contribution funds

Asciano contributes to a number of defined contribution funds on behalf of employees. Under current legislation, employees are able to choose the fund into which these contributions are made, and Asciano pays contributions into the various funds in accordance with the employees' instructions. Contributions made to the funds were \$50.0 million (2014: \$48.9 million).

#### Victorian State Superannuation Fund

Asciano also contributes on behalf of certain employees to defined benefit schemes that are part of the Victorian State Superannuation Fund ("VSSF"). Certain employees of V/Line Freight Corporation, which was acquired by Freight Victoria Limited (subsequently renamed Pacific National (Victoria) Limited) on 1 May 1999, elected to continue their membership of the defined benefit schemes at acquisition. Membership of the defined benefit schemes had been closed to new members prior to 1 May 1999. As at 30 June 2015, there were 34 (2014: 34) employees still in the defined benefit schemes.

The State Government of Victoria retains liability for investment risk in the VSSF while Asciano's exposure is in relation to future contribution rates only. Contribution rates may increase above current rates where the level of salary and wage increases exceeds that assumed by the actuary. The level of contributions in respect of these funds is determined by the VSSF's board based on advice from the actuary. For accounting purposes, the State Government of Victoria recognises the unfunded superannuation liability in respect of the Emergency Services Superannuation Scheme ("ESSS") (of which the VSSF is a sub scheme) in its financial statements.

David Knox (BA, PhD, FIA, FIAA), the actuary who prepares the AASB 119 Employee Benefits liabilities for the State Government of Victoria, has advised that given the nature of the ESSS, the State Government of Victoria's commitment to the ESSS, the pooling of risk and the difficulties in reliably allocating the benefit liabilities and assets between entities, it is appropriate for Asciano to use the defined contribution reporting approach available under the multi employer fund provisions of AASB 119. This approach is also consistent with the treatment of Asciano's contribution in the calculation of the State Government of Victoria's balances.

#### Stevedoring Employees Retirement Fund

Asciano also contributes on behalf of certain employees into the Stevedoring Employees Retirement Fund ("SERF"). The SERF is a superannuation fund that, in addition to providing defined contribution benefits to some categories of members, provides other members with defined benefits. There were 25 (2014: 35) employees in the defined benefit fund and 2,571 (2014: 1,926) employees in the defined contribution fund as at 30 June 2015.

The SERF is a multi-employer industry-based superannuation fund. There is no basis that could be used to definitively apportion the benefits, assets and costs associated with the SERF between the various full participating employers.

The SERF's actuary advised that the surplus in the fund continues to be \$nil at 30 June 2015, primarily as a result of the performance of equity markets during the period. The actuary used a net of tax discount rate of 5.8% (2014: 5.8%) per annum and an assumed wage escalation rate of 4.0% (2014: 4.0%) per annum. Asciano has made normal contributions to the fund in 2015 at the request of the fund trustee.

### Defined benefit funds

Asciano is a sponsor of a number of pooled defined benefit funds relating to employees it took over from closed New South Wales public sector entities. The funds include the State Superannuation Scheme ("SSS"), the State Authorities Superannuation Scheme ("SASS") and the State Authorities Non-Contributory Superannuation Scheme ("SANCS"). These schemes are all defined benefit schemes and at least one component of the final benefit is derived from a multiple of member salary and years of membership. There were 387 (2014: 443) employees and former employees in these defined benefit funds as at 30 June 2015. In accordance with various trust deeds, where a deficit exists in the funds, the trustee may request additional contributions by employers in order to manage down the deficit over time. At the request of the trustee, Asciano made additional contributions of \$8.8 million (2014: \$8.5 million) in the 2015 financial year. An additional contribution of \$8.9 million is forecast for the 2016 financial year.

In accordance with AASB 119, Asciano has elected to reflect actuarial gains and losses, after tax, directly in other comprehensive income. Other gains and losses are reflected in the current period profit or loss.

All fund assets are invested at arm's length through independent fund managers.

### 6.3 Employee benefits and superannuation (continued)

|   | 2015<br>\$M   | 2014<br>\$M    |
|---|---------------|----------------|
| <b>Fund assets comprise:</b>  |               |                |
| Australian equities   | 48.1          | 59.3           |
| Overseas equities   | 60.6          | 55.2           |
| Australian fixed interest securities  | 12.4          | 11.9           |
| Overseas fixed interest securities  | 4.7           | 4.4            |
| Property  | 16.1          | 16.5           |
| Cash  | 12.2          | 12.5           |
| Other   | 33.1          | 32.0           |
|   | <b>187.2</b>  | <b>191.8</b>   |
| <b>Movement in the present value of fund assets</b>                                 |               |                |
| Balance at the beginning of the financial period                                    | 191.8         | 184.4          |
| Contributions paid into the funds – employer  | 11.0          | 11.0           |
| Contributions paid into the funds – plan participants                               | 2.1           | 2.1            |
| Benefits paid by the funds  | (39.2)        | (28.0)         |
| Expected return on fund assets  | 6.4           | 6.9            |
| Actuarial gains recognised in other comprehensive income                            | 15.1          | 15.4           |
| <b>Balance at the end of the financial year</b>                                     | <b>187.2</b>  | <b>191.8</b>   |
| <b>Movement in the present value of the defined benefit obligation</b>              |               |                |
| Balance at the beginning of the financial year                                      | 312.6         | 303.4          |
| Contributions paid into the funds   | 2.1           | 2.1            |
| Benefits paid by the funds  | (39.2)        | (28.0)         |
| Current service costs and interest  | 14.2          | 15.4           |
| Actuarial (gains)/losses recognised in other comprehensive income                   | (29.3)        | 19.7           |
| <b>Balance at the end of the financial year</b>                                     | <b>260.4</b>  | <b>312.6</b>   |
| <b>Expenses recognised in the profit or loss</b>                                    |               |                |
| Current service costs   | 3.7           | 4.1            |
| Interest cost   | 10.5          | 11.2           |
| Expected return on fund assets  | (6.4)         | (6.9)          |
| <b>Total included in employee benefits expense</b>                                  | <b>7.8</b>    | <b>8.4</b>     |
| <b>Actual return on fund assets</b>   | <b>15.1</b>   | <b>15.4</b>    |
| <b>Actuarial gains and losses recognised directly in other comprehensive income</b> |               |                |
| Balance at the beginning of the financial year                                      | (124.8)       | (120.4)        |
| Recognised directly in other comprehensive income                                   | 45.7          | (6.3)          |
| Tax thereon   | (13.7)        | 1.9            |
| Other comprehensive income, net of tax  | 32.0          | (4.4)          |
| <b>Balance at the end of the financial year</b>                                     | <b>(92.8)</b> | <b>(124.8)</b> |

|   | 2015<br>% pa | 2014<br>% pa |
|---|--------------|--------------|
| <b>Actuarial assumptions</b>                  |              |              |
| Discount rate <sup>1</sup>                    | 4.6          | 3.6          |
| Future salary increases                       | 4.0          | 4.0          |
| Rate of Consumer Price Index ("CPI") increase | 2.5          | 2.5          |
| Expected rate of return on assets             | 8.3          | 8.3          |

1. The discount rate has been changed from the Government Bond rate used in the 2014 financial year to the Corporate Bond rate for the 2015 financial year.

The sensitivity of the defined benefit obligation to changes in the significant assumptions is:

|  | Change in<br>in assumptions | 2015<br>Impact on defined<br>benefit obligation |                           | 2014<br>Impact on defined<br>benefit obligation |                           |
|--|-----------------------------|---|---------------------------|---|---------------------------|
|  |                             | Increase<br>in assumption                       | Decrease<br>in assumption | Increase<br>in assumption                       | Decrease<br>in assumption |
| <b>Actuarial assumptions</b>                     |                             |   |                           |   |                           |
| Discount rate                                    | 1.0%                        | (24.8)  | 30.7                      | (29.4)  | 36.1                      |
| Future salary increases                          | 0.5%                        | 7.1   | (6.7)                     | 9.4   | (8.9)                     |
| Rate of Consumer Price Index ("CPI")<br>increase | 0.5%                        | 6.9   | (6.3)                     | 7.0   | (6.4)                     |
| Pensioner mortality                              | 5.0%                        | (1.2)   | 1.2                       | (1.2)   | 1.2                       |

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the statement of financial position.

#### Employer contributions

Employer contributions to the funds are based on recommendations by the funds' actuaries. Actuarial assessments are made on an annual basis and the last such assessment was conducted as at 30 June 2015.

### 6.3 Employee benefits and superannuation (continued)

#### Historical information

|   | SSS<br>\$M | SASS<br>\$M    | SANCS<br>\$M  | Total<br>\$M   |
|---|------------|----------------|---------------|----------------|
| <b>2015</b>                               |            |                |               |                |
| Defined benefit obligation                | (2.5)      | (236.6)        | (21.3)        | (260.4)        |
| Fund assets                               | 6.5        | 158.9          | 21.8          | 187.2          |
| <b>Net surplus/(deficit)</b>              | <b>4.0</b> | <b>(77.7)</b>  | <b>0.5</b>    | <b>(73.2)</b>  |
| Experience adjustments – fund liabilities | (0.1)      | 2.3            | (1.9)         | 0.3            |
| <b>2014</b>                               |            |                |               |                |
| Defined benefit obligation                | (3.2)      | (281.8)        | (27.6)        | (312.6)        |
| Fund assets                               | 5.9        | 164.5          | 21.4          | 191.8          |
| <b>Net surplus/(deficit)</b>              | <b>2.7</b> | <b>(117.3)</b> | <b>(6.2)</b>  | <b>(120.8)</b> |
| Experience adjustments – fund liabilities | 0.6        | (14.0)         | (0.9)         | (14.3)         |
| <b>2013</b>                               |            |                |               |                |
| Defined benefit obligation                | (3.3)      | (272.2)        | (27.9)        | (303.4)        |
| Fund assets                               | 5.3        | 158.7          | 20.4          | 184.4          |
| <b>Net surplus/(deficit)</b>              | <b>2.0</b> | <b>(113.5)</b> | <b>(7.5)</b>  | <b>(119.0)</b> |
| Experience adjustments – fund liabilities | 0.5        | (15.1)         | (0.4)         | (15.0)         |
| Experience adjustments – fund assets      | 0.6        | 18.1           | 2.3           | 21.0           |
| <b>2012</b>                               |            |                |               |                |
| Defined benefit obligation                | (3.8)      | (256.5)        | (26.4)        | (286.7)        |
| Fund assets                               | 4.6        | 136.5          | 15.8          | 156.9          |
| <b>Net surplus/(deficit)</b>              | <b>0.8</b> | <b>(120.0)</b> | <b>(10.6)</b> | <b>(129.8)</b> |
| Experience adjustments – fund liabilities | 1.2        | 28.2           | 3.3           | 32.7           |
| Experience adjustments – fund assets      | 0.4        | 13.5           | 1.4           | 15.3           |
| <b>2011</b>                               |            |                |               |                |
| Defined benefit obligation                | (2.5)      | (210.4)        | (21.9)        | (234.8)        |
| Fund assets                               | 4.6        | 145.0          | 16.4          | 166.0          |
| <b>Net surplus/(deficit)</b>              | <b>2.1</b> | <b>(65.4)</b>  | <b>(5.5)</b>  | <b>(68.8)</b>  |
| Experience adjustments – fund liabilities | –          | 5.5            | 0.4           | 5.9            |
| Experience adjustments – fund assets      | –          | 2.4            | –             | 2.4            |

## 7. Other

This section provides information that is not directly related to specific line items in the financial statements, including information about related party transactions, auditor's remuneration, events after the reporting period and other statutory information.

### 7.1 Related parties

#### Accounting policy

All undertakings with related parties are on an arm's length basis and recognised in line with accounting standards.

#### (a) Transactions with related parties

|   | 2015<br>\$M | 2014<br>\$M |
|---|-------------|-------------|
| <b>Transactions with joint ventures</b> |             |             |
| Sales revenue                           | 4.0         | 4.8         |
| Purchases/services received             | 59.3        | 49.8        |
| Dividend revenue                        | 14.5        | 12.2        |
| Interest revenue                        | 0.1         | 0.2         |

Balances of loans with joint ventures are disclosed in note 4.2. As at 30 June 2015, there are \$2.7 million of interest bearing loans to joint ventures (2014: \$2.7 million).

#### (b) Terms and conditions

Transactions relating to dividends were on the same terms and conditions that applied to other shareholders.

All other transactions were made on normal commercial terms and conditions and at market rates, except that there are no fixed terms for the repayment of loans between the parties.

#### (c) Loans to management personnel

During the 2015 financial year, Asciano made \$1.9 million of short-term loans to senior management. These loans are secured against their future remuneration, at a market interest rate of 5.65% per annum, and are repayable in full on or prior to 31 October 2015. As at 30 June 2015, a loan balance of \$1.9 million and an interest accrual of \$2,826 was included in "Trade and other receivables".

### 7.2 Auditor's remuneration

KPMG is the auditor of Asciano. Amounts received or due and receivable by KPMG are detailed below:

|  | 2015<br>\$000 | 2014<br>\$000 |
|--|---------------|---------------|
| <b>Audit services</b>                                    |               |               |
| Audit and review of financial reports – KPMG Australia   | 1,557.0       | 1,500.0       |
| Audit and review of financial reports – KPMG New Zealand | 58.0          | 65.0          |
| <b>Other services – KPMG Australia</b>                   |               |               |
| Taxation services  | 64.0          | 50.0          |
| Other assurance related services                         | 626.0         | 316.0         |
|  | 2,305.0       | 1,931.0       |

### 7.3 Parent

As at, and throughout the 2015 financial year, the parent company of Asciano was Asciano Limited.

|                             | 2015<br>\$M    | 2014<br>\$M    |
|-----------------------------|----------------|----------------|
| <b>Result of the Parent</b> |                |                |
| Profit after tax            | 514.9          | 144.2          |
| Other comprehensive income  | (29.5)         | (50.4)         |
| Total comprehensive income  | 485.4          | 93.8           |
| <b>Financial position</b>   |                |                |
| Current assets              | 160.2          | 36.1           |
| Non-current assets          | 8,991.5        | 8,465.1        |
| Total assets                | 9,151.7        | 8,501.2        |
| Current liabilities         | 74.8           | 70.6           |
| Non-current liabilities     | 4,769.8        | 4,504.6        |
| Total liabilities           | 4,844.6        | 4,575.2        |
| <b>Net assets</b>           | <b>4,307.1</b> | <b>3,926.0</b> |
| <b>Equity</b>               |                |                |
| Contributed equity          | 9,646.6        | 9,646.6        |
| Reserves                    | 544.5          | 163.4          |
| Accumulated losses          | (5,884.0)      | (5,884.0)      |
| <b>Total equity</b>         | <b>4,307.1</b> | <b>3,926.0</b> |

The Parent has net current assets of \$85.4 million as at 30 June 2015 (2014: \$34.5 million net current asset deficiency).

#### Capital commitments for acquisition of property, plant and equipment

The Parent did not have any capital commitments for acquisition of property, plant and equipment at 30 June 2015 or 30 June 2014.

#### Capital guarantees in respect of debts of certain subsidiaries

The Parent has entered into a deed of cross guarantee with the effect that the Parent guarantees debts in respect of wholly owned subsidiaries. Under the deed of cross guarantee, the subsidiaries provide financial security to the Parent.

Further details of the deed of cross guarantee and the wholly owned subsidiaries subject to the deed, are disclosed in note 5.4.

#### Parent contingent liabilities

There are no contingent liabilities in the Parent.

The contributed equity in the Parent differs to the contributed equity in the consolidated financial statements due to the elimination of the treasury shares and the corporatisation adjustment which arose from the acquisition of the Asciano Finance Trust.

### 7.4 Events subsequent to the reporting date

On 27 July 2015, Asciano announced the appointment of Mr Murray Vitlich to the role of Director Patrick following the resignation of Alistair Field, Director Patrick & Terminals.

The Company has taken this opportunity to review its current management structure and will integrate the leadership of its two Patrick divisions, Terminals & Logistics and Bulk & Automotive Port Services.

On 31 July 2015, the formation of the new joint venture with ACFS Port Logistics was completed.

On 18 August 2015 Asciano announced that it had entered into a Scheme of Implementation Deed with BIP to acquire Asciano at an implied offer value of A\$9.15 per Asciano share.

Asciano's Directors have unanimously recommended the transaction to shareholders in the absence of a superior proposal and subject to an Independent Expert opining that the Scheme is in the best interests of Asciano's shareholders.

Other than for the items noted above there has not arisen in the interval between the end of the 2015 financial year and the date of this report, any item, transaction or event of a material and unusual nature likely, in the opinion of the Board, to significantly affect the operations of Asciano, the results of those operations, or the state of affairs of Asciano in future financial years.

## DIRECTORS' DECLARATION

For the year ended 30 June 2015

### Directors' declaration

#### For the year ended 30 June 2015

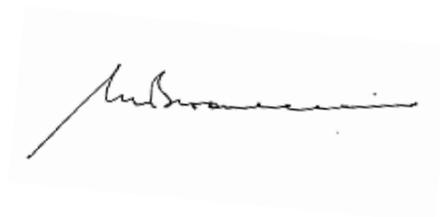
In the opinion of the Directors of Asciano Limited ("Company"):

- (a) the consolidated financial statements and notes set out on pages 83 to 146 and the Remuneration report in the Directors' report, set out on pages 61 to 77, are in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the Group's financial position as at 30 June 2015 and of its performance for the financial year ended on that date; and
  - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- (c) there are reasonable grounds to believe that the Company and the Group entities identified in note 5.4 will be able to meet any obligations or liabilities to which they are or may become subject to by virtue of the deed of cross guarantee between the Company and those Group entities pursuant to ASIC Class Order 98/1418.

The Directors have been given the declarations required by section 295A of the *Corporations Act 2001* from the Chief Executive Officer and Chief Financial Officer for the financial year ended 30 June 2015.

The Directors draw attention to note 1 to the consolidated financial statements, which includes a statement of compliance with International Financial Reporting Standards.

Signed in accordance with a resolution of the Directors:



**Malcolm Broomhead**

Chairman

Sydney

18 August 2015



## Independent auditor's report to the members of Asciano Limited

### Report on the financial report

We have audited the accompanying financial report of Asciano Limited (the company), which comprises the consolidated statement of financial position as at 30 June 2015, consolidated statement of profit and loss and consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended on that date, notes 1 to 7 comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the Group comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

#### *Directors' responsibility for the financial report*

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement whether due to fraud or error. In note 1, the directors also state, in accordance with Australian Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements of the Group comply with International Financial Reporting Standards.

#### *Auditor's responsibility*

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We performed the procedures to assess whether in all material respects the financial report presents fairly, in accordance with the *Corporations Act 2001* and Australian Accounting Standards, a true and fair view which is consistent with our understanding of the Group's financial position and of its performance.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Independence*

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.



*Auditor's opinion*

In our opinion:

- (a) the financial report of the Group is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the Group's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in note 1.

**Report on the remuneration report**

We have audited the Remuneration Report included in section 7 of the directors' report for the year ended 30 June 2015. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with Section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with auditing standards.

*Auditor's opinion*

In our opinion, the remuneration report of Asciano Limited for the year ended 30 June 2015, complies with Section 300A of the *Corporations Act 2001*.

KPMG

Steven Gatt  
*Partner*

Sydney

18 August 2015

## ADDITIONAL INFORMATION

For the year ended 30 June 2015

### Additional Information

Additional information required by the Australian Securities Exchange Listing Rules and not disclosed elsewhere in the full year report is set out below. This shareholder information was applicable at 31 August 2015, unless otherwise indicated.

#### Voting Rights

##### Shares

There are 33,817 shareholders of the 975,385,664 shares in Asciano.

The voting rights attached to the shares are set out in rule 8.8 of Asciano's Constitution, which is available on Asciano's website.

##### Options and rights

There are 52 holders of rights over Asciano shares issued under the Asciano Executive Incentive Plan. There are no voting or distribution rights attached to the rights.

#### Distribution of fully paid shares

| Range                         | Total holders | Units              | % of issued capital |
|-------------------------------|---------------|--------------------|---------------------|
| 1 - 1,000                     | 16,675        | 6,126,387          | 0.63                |
| 1,001 - 5,000                 | 12,620        | 30,657,784         | 3.14                |
| 5,001 - 10,000                | 2,725         | 19,430,867         | 1.99                |
| 10,001 - 100,000              | 1,683         | 36,696,660         | 3.76                |
| 100,001 - 999,999,999         | 130           | 882,473,966        | 90.47               |
| 1,000,000,000 - 9,999,999,999 | –             | –                  | –                   |
| <b>Rounding</b>               |               |                    | <b>0.01</b>         |
| <b>Total</b>                  | <b>33,833</b> | <b>975,385,664</b> | <b>100.00</b>       |

#### Unquoted rights over securities

There are 3,010,889 unquoted rights over fully paid ordinary shares issued under the Asciano Executive Incentive Plan to members of senior management as part of their remuneration.

#### Substantial shareholders

The names of substantial shareholders who have notified the Company in accordance with the *Corporations Act 2011* as at 31 August 2015 are:

| Holder                   | Disclosure date | Number of securities held | % of issued securities |
|--------------------------|-----------------|---------------------------|------------------------|
| Commonwealth Bank Group  | 24/08/2015      | 70,880,031                | 7.27                   |
| BT Investment Management | 10/08/2015      | 61,915,967                | 6.35                   |

## ADDITIONAL INFORMATION

As at 30 June 2015

### Twenty largest investors

| Top holders snapshot  |  | Fully paid ordinary shares<br>(total) as of 31 Aug 2015<br>Composition : FP |              |
|---|--|---|--------------|
| Rank  | Name   | Units   | % of units   |
| 1.  | HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED                              | 229,785,533   | 23.56        |
| 2.  | J P MORGAN NOMINEES AUSTRALIA LIMITED                                  | 189,958,434   | 19.48        |
| 3.  | NATIONAL NOMINEES LIMITED  | 147,247,908   | 15.10        |
| 4.  | CITICORP NOMINEES PTY LIMITED  | 125,849,938   | 12.90        |
| 5.  | CITICORP NOMINEES PTY LIMITED <COLONIAL FIRST STATE INV A/C>           | 40,300,602  | 4.13         |
| 6.  | BNP PARIBAS NOMS PTY LTD <DRP>   | 26,285,717  | 2.69         |
| 7.  | NATIONAL NOMINEES LIMITED <DB A/C>                                     | 15,877,249  | 1.63         |
| 8.  | HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <NT-COMNWLTH SUPER CORP A/C> | 7,408,393   | 0.76         |
| 9.  | ARGO INVESTMENTS LIMITED   | 6,743,086   | 0.69         |
| 10.   | AMP LIFE LIMITED   | 6,711,959   | 0.69         |
| 11.   | HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2                      | 6,450,501   | 0.66         |
| 12.   | NATIONAL NOMINEES LIMITED <N A/C>                                      | 5,836,201   | 0.60         |
| 13.   | PGA (INVESTMENTS) PTY LTD  | 5,000,000   | 0.51         |
| 14.   | UBS WEALTH MANAGEMENT AUSTRALIA NOMINEES PTY LTD                       | 4,482,543   | 0.46         |
| 15.   | HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 3                      | 4,469,109   | 0.46         |
| 16.   | BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING DRP A/C>                  | 3,370,350   | 0.35         |
| 17.   | WARBONT NOMINEES PTY LTD <SETTLEMENT ENTREPOT A/C>                     | 3,000,000   | 0.31         |
| 18.   | SHARE DIRECT NOMINEES PTY LTD <10026 A/C>                              | 2,964,000   | 0.30         |
| 19.   | UBS NOMINEES PTY LTD   | 2,565,000   | 0.26         |
| 20.   | AUSTRALIAN FOUNDATION INVESTMENT COMPANY LIMITED                       | 2,515,000   | 0.26         |
| <b>Totals: Top 20 holders of fully paid ordinary shares (total)</b> |  | <b>836,821,523</b>  | <b>85.80</b> |
| <b>Total remaining holders balance</b>                              |  | <b>138,564,141</b>  | <b>14.20</b> |

## ADDITIONAL INFORMATION

For the year ended 30 June 2015

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### CORPORATE DIRECTORY

#### Share Registry

Computershare Investor Services Pty Limited  
Yarra Falls  
452 Johnston Street  
Abbotsford VIC 3067 Australia

#### Enquiries

(within Australia) 1300 729 310  
(outside Australia) +61 3 9415 4608  
Facsimile + 61 3 9473 2500

[web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)

[www.computershare.com](http://www.computershare.com)

#### Registered Office

Asciano Limited  
ABN 26 123 652 862  
Level 4/476 St Kilda Road  
Melbourne VIC 3004 Australia

[info@asciano.com.au](mailto:info@asciano.com.au)

[www.asciano.com.au](http://www.asciano.com.au)

#### Head Office

Level 6/15 Blue Street  
North Sydney  
NSW 2060 Australia

#### Board of Directors

Malcolm Broomhead (Chairman)  
John Mullen (Chief Executive Officer and Managing Director)  
Chris Barlow  
Bob Edgar  
Peter George  
Geoff Kleemann  
Shirley In't Veld  
Ralph Waters

#### Company Secretary

Lyndall Stoyles



