15 March 2016

ASX Announcement

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Qube announces entitlement offer and placement to CPPIB to fund the acquisition of Patrick Container Terminals

Key highlights

- Qube, together with Brookfield Infrastructure and its co-investors[1], will acquire the Patrick Container Terminals Business for $2,915 million in a 50/50 joint venture
- Acquisition expected to be transformational for Qube with significant benefits anticipated, including from realisation of synergies
- Qube to undertake an $800 million equity raising to support funding for its acquisition of a 50% joint venture interest in the Patrick Container Terminals Business
- $494 million fully underwritten 1 for 4.4 accelerated non-renounceable entitlement offer at $2.05 per share ("Entitlement Offer"), representing a 7.0% discount to TERP[2] and a 10.2% discount to the 5 day volume weighted average price ($2.28[3])
- $306 million placement to CPPIB to be undertaken at a price of $2.14 per share
- Qube shareholders representing c.25% of the register have indicated an intention to participate in the Entitlement Offer. Each of the Directors who is eligible to participate in the Entitlement Offer has confirmed their intention to participate

Acquisition of the Patrick Container Terminals Business and benefits for Qube

As separately announced today, Qube Holdings Limited ("Qube") together with its Consortium partners[4], has entered into a Scheme Implementation Deed with Asciano Limited ("Asciano") providing for a scheme of arrangement under which all the issued shares in Asciano are acquired and its businesses separated among the consortium partners (the "Transaction").

As part of the Transaction, Qube, together with Brookfield Infrastructure and its co-investors, will acquire the Patrick Container Terminals Business for $2,915 million in a 50/50 joint venture. Qube also has the right to subsequently acquire Asciano's 50% shareholding interest in AAT from Brookfield Infrastructure for $150 million, subject to ACCC clearance, or to nominate a third party buyer.

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[1] Brookfield Infrastructure will acquire its 50% interest together with its co-investors Buckland Investment Pte Ltd ("GIC"), British Columbia Investment Management Corporation ("bcIMC") and Qatar Investment Authority ("QIA").
[2] The Theoretical Ex-Rights Price, calculated based on a closing price for Qube shares of $2.24 on 14 March 2016.
[3] 5 day volume weighted average price calculated between 8 and 14 March 2016.
[4] GIP, CPPIB, CIC Capital, Brookfield Infrastructure, GIC, bcIMC and QIA.

Qube Managing Director Maurice James said “The acquisition of Asciano’s Patrick Container Terminals Business in joint venture with Brookfield Infrastructure will be transformational for the company. The acquisition creates significant opportunities for productivity improvement and innovation across the Australian container terminal, logistics and transportation sectors, delivering substantial value for Qube shareholders as well as the broader logistics chain.”

Qube expects to be able to generate total synergies consistent with the range previously identified, including approximately $25-$40 million within the joint venture with the majority realised over two to three years and approximately $5-$10 million within Qube's existing operations. Qube expects the Transaction to achieve high single digit EPS accretion on a pro forma basis.[5]

Qube also expects to derive additional benefits from the involvement of Brookfield Infrastructure as a new joint venture partner. In particular, Brookfield Infrastructure has an existing investment in international ports operations, providing an opportunity for the Patrick Container Terminals Business to benefit from their scale, relationships with international clients and ability to share and benchmark key performance metrics.

Qube funding overview

Under the Transaction, the Patrick Container Terminals Business will be acquired by the joint venture immediately prior to implementation of the scheme for $2,915 million.

Qube and Brookfield Infrastructure have received commitments in relation to $1,050 million of non-recourse debt funding of the Patrick Container Terminals Business by the joint venture, comprising $1,000 million acquisition debt and a $50 million working capital facility.

After taking into account the new debt within the joint venture, Qube's 50% equity share of the Patrick Container Terminals acquisition will therefore be $957.5 million (before transaction costs and other adjustments), which will be met through a combination of funding drawn from Qube's debt facilities and an $800 million equity raising, further details of which are set out below.

As part of the Transaction, Qube will exit its existing Asciano shareholding at the offer price, realising gross proceeds of around $569 million and a cash profit of around $35 million. These proceeds will be applied towards reducing Qube’s existing debt.

Subject to ACCC clearance, Qube has the right to subsequently acquire Asciano's 50% shareholding interest and related shareholder loans in AAT from Brookfield Infrastructure for $150 million. If this occurs, funding for the acquisition will be drawn from Qube’s debt facilities. If Qube does not receive the necessary regulatory clearance, it will be able to nominate a third party to acquire the interest and complete the acquisition within an agreed timeframe.

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[5] Accretion calculated based on pro forma financial information for the year ended 30 Jun 2015 and the half year ended 31 Dec 2015 which includes $32.5m per annum of synergies within the JV and $7.5m per annum of synergies within Qube's existing operations, being the mid-points of the estimated synergy ranges, but excludes transaction costs and the impact of amortisation of identifiable intangibles arising from acquisitions, including the Patrick Container Terminals JV. See the investor presentation accompanying this announcement for further details of the pro forma financial impact of the transaction.

Equity raising

In support of its funding for the Transaction, Qube has today announced that it will undertake an equity raising of $800 million, comprising:

- $494 million 1 for 4.4 fully underwritten accelerated non-renounceable Entitlement Offer at $2.05 per share; and
- $306 million placement to CPPIB at $2.14 per share.

Entitlement Offer

The Entitlement Offer price of $2.05 per share represents a 7.0% discount to the TERP of $2.205 per share, an 8.5% discount to the closing price of Qube on ASX of $2.24 per share on 14 March 2016, and a 10.2% discount to the 5 day volume weighted average price of Qube of $2.28 per share.

Qube shareholders representing c.25% of the register have indicated an intention to participate in the Entitlement Offer. Each of the Directors who is eligible to participate in the Entitlement Offer has confirmed their intention to participate.

Eligible Retail shareholders will have the ability to apply for additional new shares up to 100% of their entitlement under a ‘Top-up Facility’ (subject to scale back).

CPPIB Placement

As previously announced, Qube will also undertake a $306 million placement to CPPIB (equivalent to 9.90% of Qube's expanded issued capital post the Entitlement Offer). The issue price of $2.14 per share represents a 4.4% premium to the Entitlement Offer price and a 2.9% discount to TERP of 2.205. Settlement of the placement is conditional on completion of the Transaction and the receipt of necessary regulatory approvals.

Qube is pleased to welcome a long term investor of CPPIB's strength and experience as a new substantial shareholder.

Conditions Precedent

Shareholders should note that completion of the Transaction remains subject to a number of Conditions Precedent, including the receipt of all regulatory approvals. While Qube is highly confident that these Conditions Precedent will be satisfied, if the Transaction does not proceed, Qube intends to use the proceeds of the Entitlement Offer to reduce existing debt and for other growth related initiatives, such as continued development of the Moorebank inland terminal development, the TQ Holdings fuel joint venture and other additional growth opportunities across the group.

Further details of the equity raising are set out in the investor presentation accompanying this announcement.

Offer timetable

A timetable of key dates in relation to the Entitlement Offer is set out below. The timetable is indicative only and dates and times are subject to change without notice.

Event	Date
Announcement of the Entitlement Offer	**Tuesday, 15 March 2016**
Institutional Entitlement Offer bookbuild	Tuesday, 15 to Wednesday, 16 March 2016
Record date	**Thursday, 17 March 2016**
Retail Entitlement Offer opens	**Monday, 21 March 2016**
Retail offer booklet despatched	Monday, 21 March 2016
Institutional Settlement Date	Thursday, 24 March 2016
Institutional Allotment & Trading Date	**Tuesday, 29 March 2016**
Retail Entitlement Offer closes	**Friday, 1 April 2016**
Retail Allotment Date	Friday, 8 April 2016
Retail Trading Date	**Monday, 11 April 2016**

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Acquisition of Patrick Container Terminals and Entitlement Offer

15 March 2016

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  - eligible institutional shareholders and other eligible institutional investors of Qube (**Institutional Entitlement Offer**); and
  - eligible retail shareholders of Qube (**Retail Entitlement Offer,** together with the Institutional Entitlement Offer, the **Entitlement Offer**).
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- Investors should note that past performance, including past share price performance, of Qube cannot be relied upon as an indicator of (and provides no guidance as to) future Qube performance including future share price performance.
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- Due to rounding, numbers presented throughout this document may not add up precisely to the totals provided.

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QUBE

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Transaction overview

Transaction overview

- Qube, together with a consortium comprising GIP, CPPIB, CIC Capital, Brookfield Infrastructure, GIC, bcIMC and QIA, has entered into binding agreements to acquire Asciano via a scheme of arrangement, subject to a number of conditions precedent
  - all cash consideration of $9.15 per Asciano share (reduced by the cash value of any permitted special dividend), representing the $9.28 per Asciano share announced on 23 February 2016, reduced by the amount of the interim dividend of $0.13 per Asciano share declared by Asciano on 24 February 2016, which is payable on 24 March 2016
  - implementation of the transaction is expected around June 2016, subject to satisfaction of the conditions precedent
- As part of the transaction, Qube, together with Brookfield Infrastructure and its co-investors[1], will acquire the Patrick Container Terminals Business for $2,915 million (the "Patrick Container Terminals Business") in a 50/50 joint venture ("JV")
- To support its funding requirements for the transaction[2], Qube plans to raise $800 million of equity, comprising:
  - $494 million fully underwritten 1 for 4.4 accelerated non-renounceable entitlement offer at $2.05 per share, representing a 7.0% discount to TERP[3] and a 10.2% discount to the 5 day volume weighted average price ($2.28[4]) ("Entitlement Offer")
  - $306 million placement to CPPIB at a price of $2.14 ("CPPIB Placement"), conditional on completion of the transaction[5]
  - Qube shareholders representing c.25% of the register have indicated an intention to participate in the Entitlement Offer. Each of the Directors who is eligible to participate in the Entitlement Offer has confirmed their intention to participate

Notes:
1. Brookfield Infrastructure will acquire its 50% interest together with co-investors including GIC Private Limited ("GIC"), British Columbia Investment Management Corporation ("bcIMC") and Qatar Investment Authority ("QIA") (or their respective controlled entities).
2. See page 21 for further details of the sources and uses of debt and equity funding for the transaction.
3. The Theoretical Ex-Rights Price, calculated based on a closing price for Qube shares on ASX of 2$.24 on 14 March 2016.
4. 5 day volume weighted average price calculated between 8 and 14 March 2016.
5. See page 28 for further details of the CPPIB Placement.

Structure of the broader transaction

Qube is participating in a broader transaction, under which:

- GIP, CPPIB, CIC Capital, GIC and bcIMC (via a direct or indirect jointly-owned entity) will acquire the Pacific National rail business
- Qube, together with Brookfield Infrastructure and its co-investors (via a jointly-owned entity), will acquire the Patrick Container Terminals Business for $2,915 million in a 50/50 joint venture[1]
- Brookfield Infrastructure and its co-investors will (via a jointly-owned entity) acquire the BAPS Businesses (including the 50% shareholding interest in AAT) for $925 million
- Qube has the right to subsequently acquire the 50% shareholding interest in AAT out of the BAPS Businesses for $150 million (subject to ACCC clearance), or to nominate a third party buyer

Proposed ownership structure post transaction

Notes:

1 It is also intended that Asciano's 50% shareholding interest in the ACFS joint venture, currently held within the Patrick Container Terminals Business, will be acquired by Brookfield Infrastructure. If Brookfield Infrastructure retains the interest or it is sold to a third party, Qube would receive an adjustment to its share of the purchase price for the Patrick Container Terminals Business equal to 50% of the agreed market value of ACFS or the net proceeds from the sale of ACFS to a third party, in addition to other adjustments including in relation to the funding of Qube's share of transaction costs.

2 Brookfield Infrastructure will acquire its interests together with co-investors including GIC Private Limited ("GIC"), British Columbia Investment Management Corporation ("bcIMC") and Qatar Investment Authority ("QIA") (or their respective controlled entities).

Transaction rationale for Qube

The proposed transaction will create a market leading ports and logistics company

Transformational acquisition

- Acquisition expected to create significant opportunities for productivity improvement and innovation across the Australian logistics and transportation sector
- Expected to create substantial value both for Qube shareholders as well as the broader logistics chain

Best in class asset bases, further diversifying Qube's operations

- Combination of Asciano's national container terminal assets with Qube's third party logistics operations
- Highly complementary portfolios
- Improves the diversification and quality of Qube's earnings base

Attractive financial returns for Qube

- Near term synergies and business improvement initiatives expected to generate $25m-$40m p.a. earnings benefit within the JV and $5m-$10m per annum within Qube's existing operations [1]
- Transaction expected to deliver high single digit EPS accretion on a pro forma basis[1,2]
- Major opportunities for longer term value creation, including through enhancing the Moorebank project
- Additional benefits expected from the involvement of Brookfield Infrastructure as a new joint venture partner

Significant investment in future growth

- Qube management believes the transaction is the natural next step in the company's growth story
- Continuation of Qube's strategy of creating shareholder value through efficient and innovative logistics solutions

Qube's highly respected management team has significant strategic and operational expertise as well as knowledge of the Patrick assets

- Qube's management team responsible for building and managing the Patrick Container Terminals Business prior to the acquisition by Toll

Notes:

1 Forward-looking statements are provided as a general guide only and are not indications, guarantees or predictions of future performance. Please see Appendix C of this Presentation for a non-exhaustive summary of certain general and specific risks that may affect Qube.

2 Accretion calculated based on pro forma financial information for the year ended 30 Jun 2015 and the half year ended 31 Dec 2015 which includes $32.5m per annum of synergies within the JV and $7.5m per annum of synergies within Qube's existing operations but excludes transaction costs and the impact of amortisation of identifiable intangibles arising from acquisitions, including the Patrick Container Terminals JV. Refer to Appendix B for pro forma financial information.

Benefits of the revised transaction structure

The revised transaction structure represents a common sense outcome that delivers a highly attractive result for Qube and its shareholders

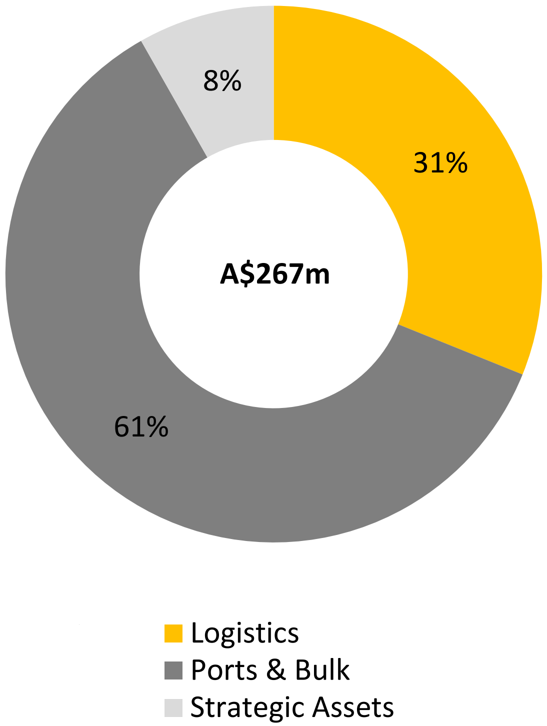
- ☑ **Greater certainty and reduced time to completion**
- ☑ **Reduced complexity and risks, including in relation to ACCC and BAPS divestment**
- ☑ **Significant additional benefits from the involvement of Brookfield Infrastructure as a new joint venture partner**
- ☑ **Qube expects to be able to realise the substantial benefits previously identified**
- ☑ **Reduced funding requirement for Qube**

A continuation of Qube's strategy

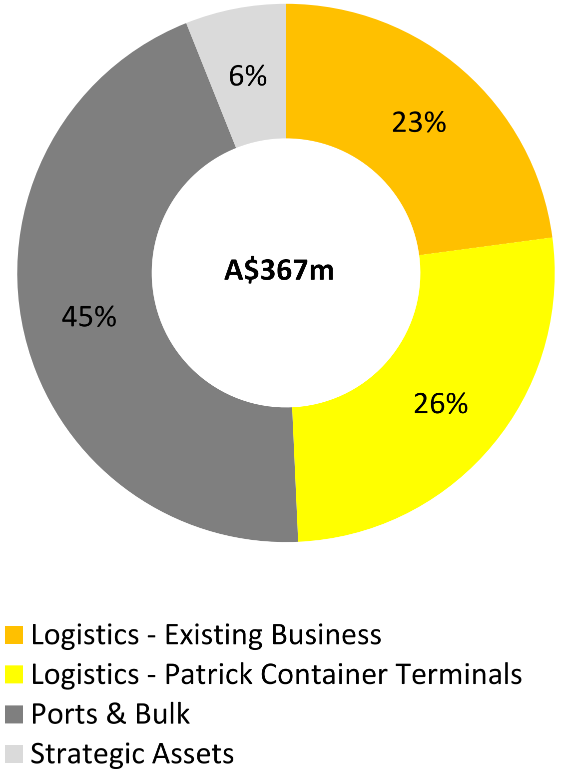
- ☑ The acquisition of the Patrick Container Terminals Business is a continuation of Qube's strategy to own, develop and operate key strategic assets in Australia's logistics supply chain
- ☑ Qube's broader strategy is to deliver shareholder value over the medium to long term by developing logistics solutions to address inefficiencies in import and export logistics chains for the benefit of our customers
- ☑ In addition to its core activities, Qube has recently been diversifying its operations and investing into services for the oil & gas markets, grain exports through its Quattro joint venture and petrochemical imports through its TQ Holdings fuel storage joint venture with TonenGeneral
- ☑ The intermodal terminal at Moorebank Sydney is the largest and most significant new port related infrastructure project currently being undertaken in Australia and is expected to deliver long term earnings growth for Qube
- ☑ Qube's management team has a deep knowledge of and experience in managing the Patrick Container Terminals Business

Improved diversification and quality of earnings

Qube FY15 underlying EBITDA , pre-transaction[1]



Qube FY15 pro forma underlying EBITDA, post-transaction[1]
(Including proportional contribution from Patrick Container Terminals JV before synergies)[2,3]



Notes:
1. Percentages are expressed excluding corporate segment expense of $12m, however EBITDA of $267m and $367m is shown after adjusting for corporate segment expense.
2. Earnings contribution from the Patrick Container Terminals JV has been shown on a proportional basis for illustrative purposes. Earnings from the Patrick Container Terminals JV will be equity accounted as income from associates within Qube's statutory results.
3. Excludes the impact of the potential acquisition of the 50% shareholding interest in AAT that Qube does not currently own.

2

Overview of Qube following the transaction

Overview of Qube's existing business

Qube is Australia's largest provider of integrated import and export logistics, targeting freight moving to and from ports

- Qube has nation-wide operations near ports and rail facilities, from which it provides a wide range of logistics services
- Qube operates three divisions covering port and bulk logistics, landside logistics and strategic development assets such as Moorebank

Qube business units (pre-acquisition)[1]

Qube

Ports & Bulk	Logistics	Strategic Development Assets	Corporate
FY15 revenue: $785m FY15 EBITDA: $169m	FY15 revenue: $616m FY15 EBITDA: $87m	FY15 revenue: $30m FY15 EBITDA: $23m	
• Stevedoring, processing, storage and logistics services for vehicles, bulk products, oil and gas projects and bulk cargo	• Movement of containers and bulk commodities (grain) to and from ports by road and rail (and related services)	• Strategic assets for development into future operating businesses including inland terminals, grain storage and fuel storage facilities and logistics tasks related to these activities	• Provides strategic and corporate services to the group

Notes:
1 Revenue and earnings based on FY15 underlying results for Qube.

Overview of Qube's existing business

Ports & Bulk

- Focused on the provision of a broad range of logistics services relating to the import and export of mainly non-containerised freight, with a major focus on automotive, bulk and break bulk products
- National operator, with 29 port locations in Australia including on-wharf and port precinct facilities in all Australian capital city ports, as well as both dry bulk materials and general cargo facilities in regional port locations
- Port and stevedoring services in 11 locations in New Zealand
- Incorporates Qube's investments in:
  - **AAT (50%):** a multi-user facility provider to stevedores, currently operating terminals in all of the major Australian ports except Fremantle;
  - **Prixcar (25%):** one of Australia's largest automotive storage, processing and rectification services; and
  - **NSS (50%):** a provider of stevedoring and integrated logistics services, mainly to the bulk and break bulk product markets in North Queensland

Logistics

- Provides a broad range of services relating to the import and export of containerised cargo
- Offers an integrated solution suite covering multiple aspects of the supply chain, including:
  - Physical and documentary processes and tasks, such as road and rail transport of containers to and from ports;
  - Operation of full and empty container parks;
  - Customs and quarantine services;
  - Warehousing;
  - Intermodal terminals;
  - International freight forwarding; and
  - Bulk rail haulage for rural commodities
- Provides services across 36 sites nationally, with strategically located facilities in all Australian capital city ports and an expanding footprint in inland metropolitan and country regional areas with connections to Australian ports

Strategic Development Assets

- Holds interests in a number of strategically located properties suitable for development into logistics infrastructure and operations:
- **Moorebank inland terminal development (67%)[1]:** 240ha site (including land to be leased from the Commonwealth) strategically located at the junction of the M5 and M7 motorways and dedicated Southern Sydney Freight Line. Expected to become the largest intermodal logistics precinct in Australia, with Qube's IMEX and interstate rail terminal operations expected to handle up to 1.5m TEUs[2] per annum;
- **Minto property (100%):** strategically located Sydney property currently under lease to Prixcar. The opportunity exists to develop Minto into an intermodal terminal logistics precinct;
- **Quattro grain export JV (37.5%):** a multi-user grain storage and handling facility being developed at Port Kembla. JV partners include COFCO Agri, Emerald Grain and Cargill; and
- **TQ Holdings JV (50%):** established to develop fuel storage facilities, initially in Port Kembla. Qube is an equal JV partner with Japanese petroleum group TonenGeneral

Notes:

1 In addition to its ownership interest in the Moorebank inland terminal development, Qube has a broad range of management rights over the development and operations of the site.

2 TEU = Twenty-Foot Equivalent Unit.

Patrick Container Terminals Business

Best in class assets – Australia's leading container terminals business

- The Patrick Container Terminals Business is one of two major competitors providing container stevedoring services in the Australian market, with a market share of c.48% (based on contracted lifts) in FY15 across the terminals in which it operates[1]
- The business holds lease concessions for and operates shipping container terminals in the four largest container ports in Australia. In addition, the business contains a port related logistics unit which incorporates Cargolink, a provider of interim container exchange solutions, and Asciano's Adelaide Rail operations

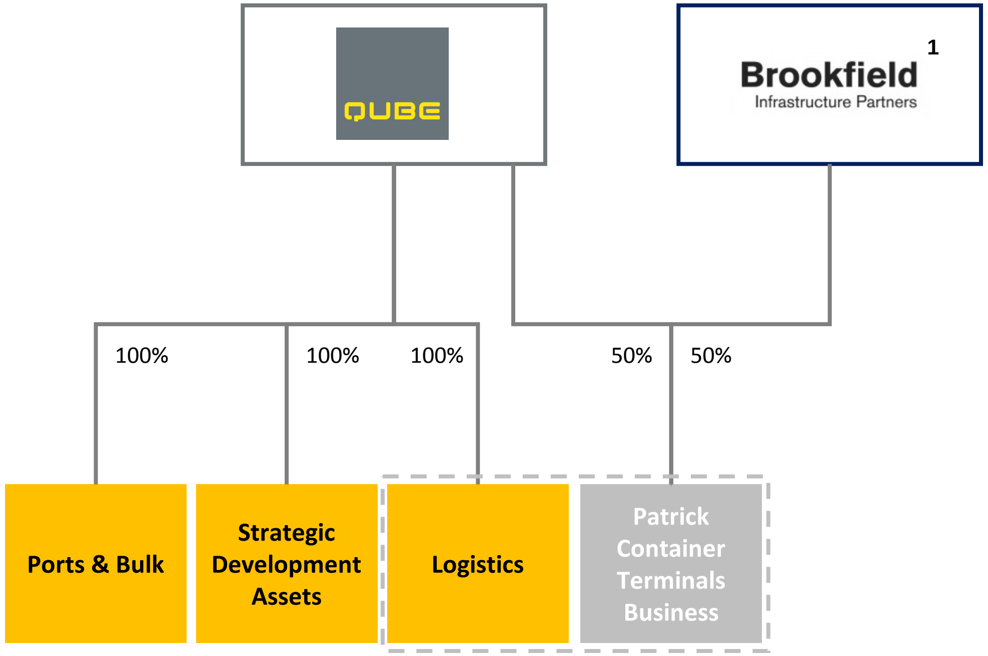
Key statistics for Patrick Container Terminals Business as at 30 June 2015

Location	Lease term[1]	Footprint[1]	Equipment[1]	Capacity p.a.[2]	Comment
Port Botany (Sydney)	2043	1,400 mtrs quay line 4 berths	8 cranes, 45 straddle carriers and other cargo handling equipment	1.6m TEU	• Operation has been subject to a significant expansion and automation project, commissioned in the second quarter of FY15: – increase in terminal area, quay length and berth capacity – resulted in an increase in capacity from 1.2m to 1.6m TEU, with the ability to go to 2.8m TEU with investment in additional stacking cranes • Current market share between 40% and 45%[2]
East Swanson Dock (Melbourne)	2034	885 mtrs quay line 3 berths	7 cranes, 54 straddle carriers and other cargo handling equipment	1.4m TEU	• Currently handles the largest volume of all Patrick terminals • Efficient labour operations keeps the terminal highly competitive • Current market share 45% to 50%[2]
Fisherman Islands (Brisbane)	2045	922 mtrs quay line 3 berths	5 cranes, 31 straddle carriers and other cargo handling equipment	0.8m TEU	• The first Patrick container terminal to be automated, having been automated in 2006 – automation project was staged, with incremental productivity improvements – now one of the most efficient operations globally (e.g. moves per crane, employees per lift) • Current market share is ~45%[2]
Port of Fremantle (Fremantle)	2017	766 mtrs quay line 2 berths	4 cranes, 41 cargo handling pieces of equipment	0.6m TEU	• Patrick operates two berths at the inner harbour and holds land at Kewdale, 10km east of Perth City, adjoining the Perth Freight Terminal at the national rail network – largest terminal operator in Fremantle – subject to current negotiations over lease renewal, plans to expand the port capacity

Notes:
1 Source: Asciano FY15 annual report.
2 Source: Asciano Scheme Booklet, 30 September 2015.

Structure post transaction

Proposed Qube business units (post transaction)



Current intention is for Patrick Container Terminals to be reported through Logistics division

Patrick Container Terminals joint venture arrangements

- Equal split of board directors based on initial 50/50 arrangements
- Separate management team for the JV
  - Qube to nominate the initial CEO for the business
  - Brookfield Infrastructure and co-investors to nominate the initial CFO for the business
- Qube and Brookfield Infrastructure and its co-investors will work together to formulate a joint business plan and budget for the Patrick Container Terminals Business
- Brookfield Infrastructure and its co-investors are supportive of the implementation of the Business Improvement Plan initiatives that were previously identified by Qube during due diligence

Notes:
1. Brookfield Infrastructure will acquire its 50% interest together with co-investors including GIC, bcIMC and QIA (or their respective controlled entities).

Synergies and long term value creation

Qube anticipates it will be able to realise substantial benefits from the transaction, including synergies consistent with the range previously identified. Benefits would be realised both within the joint venture and within Qube's existing business. The transaction is expected to achieve high single digit EPS accretion on a pro-forma basis[1,2]

Estimated near term synergies and business improvement projects		Additional benefits from Brookfield as a JV partner	Expected longer term value creation
Estimated at $30–50m+ p.a. at full run rate, including ~$25-40m within the JV with the majority achieved in 2-3 years, and ~$5-10m within Qube's existing operations[2]		**++++**	**++++**
Near term synergies • Reduced head-office and divisional costs, increased purchasing power, consolidation of facilities and equipment • Lower costs and improved service through enhanced efficiency of the logistics interface • Productivity improvements in maintenance activities • Incremental revenue opportunities	**Business improvement projects** • Specific business improvement projects / investments – Additional crane automation developments and upgrades at Port Botany – Rail terminal re-development and upgrades, facilitating operational efficiencies and higher rail utilisation – Enhance existing automation operations in Port Botany and Brisbane	• One of the world's largest and most experienced infrastructure funds • Significant existing footprint of ports operations including container terminals operations and terminal footprint in California and the UK • Benefits of global relationships with international shipping lines	• Ability to ensure efficient rail operations at Port Botany and East Swanson which will improve the timing and quantum of potential cost savings • Significant benefits for Moorebank and other inland terminal operators – the transaction is expected to accelerate the timeframe for delivery, reduce the risk and enhance the value of the Moorebank project • Substantial efficiencies which will benefit the entire supply chain

Notes:

1 Accretion calculated based on pro forma financial information for the year ended 30 Jun 2015 and the half year ended 31 Dec 2015 which includes $32.5m per annum of synergies within the JV and $7.5m per annum of synergies within Qube's existing operations but excludes transaction costs and the impact of amortisation of identifiable intangibles arising from acquisitions, including the Patrick Container Terminals JV. Refer to Appendix B for pro forma financial information.

2 Forward-looking statements are provided as a general guide only and are not indications, guarantees or predictions of future performance. Please see Appendix C of this Presentation for a non-exhaustive summary of certain general and specific risks that may affect Qube.

Qube pro forma income statement and net debt —12 months to 30 Jun 2015

$'m	Qube (Pre-transaction)[1,2]		Patrick Container Terminals JV	Qube pro forma (Underlying)		Qube pro forma (Proportional underlying)	
	Statutory	Underlying	(50% basis) (including JV synergies)	Excluding remaining 50% of AAT	Including remaining 50% of AAT	Excluding remaining 50% of AAT	Including remaining 50% of AAT
Revenue	1,459.3	1,432.0	276.9	1,432.0	1,517.6	1,708.9	1,794.5
EBITDA	245.8	267.5	116.3	275.0[3]	306.5[3]	391.2[3]	422.8[3]
Income from associates	10.4	10.4	0.6	60.5	52.8	11.1	3.4
EBIT (including associates)	152.7	174.4	92.5	231.9	246.3	274.4	288.8
NPAT	85.9	105.2	50.0	157.0	161.4	157.0	161.4
NPATA[4]	91.8	111.1	50.0	162.9	167.3	162.9	167.3
Net Debt[5]	518.8	518.8		668.4	806.7	1,168.4	1,306.7
Gearing Ratio[5,6]	27%	27%		23%	27%	34%	37%

Notes:
1. The Qube Statutory and the Qube Underlying Financial Information presented above has been sourced from the audited financial statements of Qube for the year ending 30 June 2015.
2. For details of the basis of preparation and assumptions adopted in the presentation of the Pro forma Financial Information above refer to page 30.
3. Qube management has estimated EBITDA synergies at a full run rate of $5m -$10m per annum that will be realised within Qube's existing operations following the acquisition of the Patrick Container Terminals JV. The pro forma financial information is presented above based on $7.5m per annum of run rate EBITDA synergies being the mid-point of that range. Qube management has estimated EBITDA synergies of $25m - $40m per annum at full run rate that will be realised under the new ownership structure within the JV. The Pro forma Financial Information for the JV presented above is based on $32.5m per annum of run rate synergies ($16.3m for 6 months period) being the mid-point of that range. Qube management expects to incur capital expenditure of $102m in order to achieve these synergies, which would result in an additional depreciation expense of $5.7m per annum at full run rate ($2.8m for 6 months period). These adjustments are included in the Pro forma Financial Information for the JV shown above
4. NPATA = net profit after tax before the impact of amortisation of identifiable intangibles arising from acquisitions, including the Patrick Container Terminals JV.
5. Net Debt and Gearing Ratio presented for Qube pro forma (proportional underlying) is presented for illustrative purposes only, as the debt in Patrick Container Terminals JV (Qube's proportional share of $500m) is non-recourse to Qube.
6. Gearing Ratio is calculated by dividing net debt by the sum of net debt and Qube shareholders' equity.

3

Offer summary

Offer—key details

Entitlement Offer	• 1 for 4.4 accelerated pro-rata non-renounceable entitlement offer to raise approximately $494 million - approximately 241 million new fully paid ordinary shares (“New Shares”) (equivalent to 23% of current issued capital) - fully underwritten • $2.05 Offer Price; - 7.0% discount to TERP ($2.205[1]) - 8.5% discount to the closing price of Qube on ASX of $2.24 per share on 14 March 2016 - 10.2% discount to 5 day volume weighted average price ($2.28[2]) • Record date 7pm (Sydney) on 17 March 2016 • Eligible Retail shareholders will have the ability to apply for additional new shares up to 100% of their entitlement under a ‘Top-up Facility’ (subject to scale back) • New shares issued under the Entitlement Offer will not be entitled to Qube’s 2.7c FY16 interim dividend, which has been declared but not yet paid
CPPIB Placement	• $306 million placement to CPPIB • Approximately 143 million new shares (equivalent to 9.90% of Qube's expanded issued capital following the Entitlement Offer) - settlement conditional on completion of the transaction and the receipt of necessary regulatory approvals[3] • $2.14 Issue Price; - 4.4% premium to Entitlement Offer Price - 2.9% discount to TERP - 4.5% discount to the closing price of Qube on ASX of $2.24 per share on 14 March 2016

Notes:
1. TERP is a theoretical price at which Qube shares trade immediately after the ex-date for the Entitlement Offer assuming 100% take-up of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Qube shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors. Calculated with reference to Qube's closing price on ASX of $2.24 on 14 March 2016.
2. 5 day volume weighted average price calculated between 8 and 14 March 2016.
3. See page 28 for further details on the CPPIB Placement.

Entitlement Offer timetable

Timetable is indicative only and dates and times are subject to change without notice

Event	Date
Announcement of the Entitlement Offer	**Tuesday, 15 March 2016**
Institutional Entitlement Offer bookbuild	Tuesday, 15 to Wednesday, 16 March 2016
Record date	**Thursday, 17 March 2016**
Retail Entitlement Offer opens	**Monday, 21 March 2016**
Retail offer booklet despatched	Monday, 21 March 2016
Institutional Settlement Date	Thursday, 24 March 2016
Institutional Allotment & Trading Date	**Tuesday, 29 March 2016**
Retail Entitlement Offer closes	**Friday, 1 April 2016**
Retail Allotment Date	Friday, 8 April 2016
Retail Trading Date	**Monday, 11 April 2016**

Sources and uses of funding

- Qube and Brookfield Infrastructure have received commitments in relation to $1,050 million of debt funding, comprising $1,000 million acquisition debt and a $50 million working capital facility for the Patrick Container Terminals JV. Debt within the joint venture will be non-recourse to Qube and will not be recognised on Qube's balance sheet
- Funding for Qube's equity share of the Patrick Container Terminals Business acquisition will be through a combination of the Entitlement Offer, the CPPIB Placement and additional debt funding at the Qube level
- If the transaction does not proceed, Qube intends to use the proceeds of the Entitlement Offer to reduce existing debt and for other growth related initiatives, such as continued development of the Moorebank inland terminal development, the TQ Holdings fuel joint venture and other additional growth opportunities across the group
- Qube also has the right to acquire Asciano's 50% shareholding interest in AAT out of the BAPS Businesses for $150 million (subject to ACCC clearance). Any funding for the acquisition of the remaining 50% of AAT that Qube does not currently own would be drawn from Qube's debt facilities

JV funding

JV funding – sources	
Qube equity funding[1]	943
Brookfield Infrastructure equity funding[1]	943
JV acquisition debt	1,000
JV working capital facility	--
Total	**2,885**

JV funding – uses	
Patrick Container Terminals acquisition	2,915
Estimated adjustments[2]	(30)
Total	**2,885**

Qube funding

Qube funding – sources	
Entitlement Offer	494
CPPIB Placement	306
Value of existing Asciano stake less cost of acquisition[3]	35
Qube debt funding	150
Total	**985**

Qube funding – uses	
Qube equity funding for Patrick Container Terminals	943
Funding of Qube's share of transaction costs	42
Total	**985**

1. Part of equity funding may be provided in the form of shareholder loans.
2. Estimated adjustments include current estimates of stamp duty, net of the Patrick Container Terminals JV's share of purchase price adjustments in connection with the broader Scheme arrangements.
3. Value of stake at the Scheme consideration.

A

Appendix: additional information

Conditions of the Scheme

QUBE

- Completion of the Scheme remains subject to a number of Conditions Precedent, including:
  - obtaining all required regulatory approvals, including ACCC, FIRB, ASX, ASIC, EU Merger Regulation and OIO;
  - Asciano shareholder approval of the Scheme;
  - an independent expert issuing an Independent Expert's Report concluding that the Scheme is in the best interests of Asciano Shareholders (excluding members of the Consortium);
  - Court approval of the Scheme;
  - no regulatory restraints;
  - no Asciano Prescribed Occurrence;
  - no Asciano Material Adverse Change;
  - receipt of all relevant third party consents and approvals; and
  - the sale agreements for the Patrick Container Terminals Business and the BAPS Businesses remain on foot
- Further details on the Conditions Precedent to the transactions are set out in the Scheme Implementation Deed released to the ASX
- As at the date of this announcement, Qube is not aware of any circumstances which would cause these conditions to not be satisfied. However, investors should be aware that the Scheme will not proceed and Qube will not acquire the Patrick Container Terminals Business unless all of the Conditions Precedent are satisfied or waived (if applicable). Further details of the risks associated with the Entitlement Offer are set out in Appendix C

ACCC update

- The transaction is subject to ACCC review and clearance
- The consortium parties engaged extensively with the ACCC in relation to the former Qube Consortium and Brookfield Consortium proposals. Therefore, any possible areas of ACCC interest are well understood by the consortium parties
- The proposed transaction has been structured to address potential competition issues. In particular:
  - Brookfield will not acquire any interest in Pacific National; and
  - Qube will not acquire any interest in the BAPS Businesses
- Further, the exercise of the Qube right to acquire the remaining 50% shareholding interest in AAT is a separate transaction which will be subject to separate ACCC review
- The consortium parties will shortly lodge a detailed submission with the ACCC in relation to the proposal and anticipate that the ACCC will release its review timeline following an initial review of that submission
- The consortium parties will request a 2 month ACCC review timeline, in line with the timing for the Asciano Shareholder Scheme Meeting, noting that the ACCC is already familiar with the assets and issues raised in respect of the separate Qube and Brookfield consortia proposals to acquire Asciano that were previously notified to the ACCC
- It is anticipated that the ACCC, in line with its usual practices, will seek market feedback on the proposal and engage further with the consortium parties, prior to finalising its consideration of the proposal
- At the conclusion of its initial review, the ACCC may make a final decision to clear the proposed transaction or release a statement of issues and undertake further consultation
- While a detailed submission will be provided to the ACCC, the ACCC may seek further information from the parties and it is possible that this may lead to suspensions in the ACCC's timetable for review and ultimately a delayed decision date

Indicative timetable for implementation of the Scheme

Implementation of the transaction is anticipated by late June 2016, however this timetable remains indicative only and subject to change, including in relation to the timing of satisfaction of the Conditions Precedent

Further details will be released in due course, including at the point of release of Asciano's Scheme Booklet in relation to the transaction

A detailed timetable of key milestones in relation to the Entitlement Offer is set out separately in section 3

Event	Date
Announcement and signing of Scheme Implementation Deed	Tuesday, 15 March 2016
First Court Hearing	Late April 2016
Scheme Booklet released to Asciano shareholders	Early May 2016
Scheme Meeting	Early June 2016
Second Court Hearing	Early June 2016
Implementation Date	Late June 2016

Summary of key transaction documents

A number of binding documents have been entered into to give effect to the transaction

Scheme Implementation Deed

- A special purpose company to be owned by the Rail Consortium (being GIP, CPPIB, CIC Capital, GIC and bcIMC) will acquire the rail business of Asciano via the acquisition of all the shares in Asciano by way of a scheme of arrangement.
- Asciano shareholders will receive all cash consideration of $9.15 per Asciano share (reduced by the cash value of any permitted special dividend), representing the $9.28 per Asciano share announced on 23 February 2016, reduced by the amount of the interim dividend of $0.13 per Asciano share declared by Asciano on 24 February 2016, which is payable on 24 March 2016
- The conditions precedent to the Scheme are set out on slide 23.

Ports Share Purchase Agreement

- A special purpose company (Ports BidCo) to be owned by Qube and Brookfield Infrastructure (and its co-investors) will purchase the Patrick Container Terminals Business for $2,915 million, including the CargoLink business but excluding Asciano's:
  - regional road and rail business; and
  - 50% shareholding in AAT.
- That Ports BidCo will be owned in 50:50 proportions by Qube and Brookfield Infrastructure (and its co-investors).
- The only conditions precedent are that the scheme of arrangement is effective and the Ports BidCo receives ACCC clearance.
- Completion of the agreement is intended to occur approximately one business day before the scheme implementation date.
- The agreement can be terminated in accordance with its terms.

Summary of key transaction documents

A number of binding documents have been entered into to give effect to the transaction

BAPS Share Purchase Agreement

- The BAPS Consortium (being Brookfield Infrastructure and its co-investors) will purchase, for $925 million, the BAPS Businesses, excluding Asciano's CargoLink business but including Asciano's:
  - regional road and rail business;
  - 50% shareholding in AAT.
- Brookfield Infrastructure and its co-investors will have 100% ownership.
- The only conditions precedent are that the scheme of arrangement is effective and that BAPS BidCo receives ACCC clearance.
- Completion of the agreement intended to occur approximately in line with the scheme implementation date.
- The agreement can be terminated if the Scheme Implementation Deed is terminated in accordance with its terms.

AAT Share Purchase Agreement

- Following completion of the BAPS Share Purchase Agreement, Qube (or its nominee) has the right to purchase out of the BAPS Businesses the remaining 50% shareholding in AAT that it does not already own and any related shareholder loan for $150 million.
- The only condition precedent is that Qube receives ACCC clearance. Qube may nominate a third party buyer.
- Qube has 12 months from the date the scheme of arrangement is implemented to exercise its rights under the AAT Share Purchase Agreement, which may be extended by a further 12 months at Qube's election.
- The agreement can be terminated if the Scheme Implementation Deed is terminated in accordance with its terms or if a party fails to complete the agreement when required to do so, for which the non-defaulting party may seek specific performance or termination of the agreement.
- Where no third party buyer is found by Qube or the nominated third party buyer agrees to acquire AAT and any related shareholder loans for less than the anticipated purchase price, Qube may be required to make certain payments to Brookfield up to a maximum of $75m in respect of any shortfall. See also "Risks related to the acquisition of AAT" on slide 48.

Summary of key transaction documents

A number of binding documents have been entered into to give effect to the transaction

CPPIB Subscription Deed

- CPPIB (or its nominated affiliate) has agreed to subscribe for 143,018,818 new shares, or 9.9% of the issued shares in Qube following the completion of the Entitlement Offer.
- CPPIB's subscription is at a price of $2.14 per Qube share.
- In consideration of its commitment to subscribe, Qube will pay CPPIB a non-refundable 2% capital commitment payment upon completion of the subscription. The capital commitment payment will only be payable if the subscription completes and will be set off against the amount paid by CPPIB for the subscription shares.
- Subscription is conditional on (in addition to customary regulatory conditions):
  - ACCC approval of the CPPIB subscription;
  - each of the Scheme conditions being satisfied or waived;
  - the completion of the Entitlement Offer; and
  - the finance commitments and shareholder agreements in relation to Ports BidCo announced to the ASX in connection with the Scheme not being terminated or withdrawn.
- Under the CPPIB Subscription Deed, Qube has agreed not to consent to any amendment, variation or waiver of any Scheme condition or any material term of the Scheme Implementation Deed, Ports Sale Agreement or Ports Shareholders Agreement without CPPIB's consent.
- Under the CPPIB Subscription Deed, CPPIB has agreed that the subscription shares will be escrowed for 12 months from the date of their issue, and may only be disposed of in certain circumstances, including to accept a takeover bid or as part of a merger or acquisition by scheme of arrangement, as required by law, in connection with an equal access share buyback or capital return, or a transfer to its affiliates.
- The occurrence of certain events (including breach of the CPPIB Subscription Deed, fraud by Qube or its officers or termination of the Patrick Container Terminals acquisition) would permit CPPIB to terminate the CPPIB Subscription Deed. Other events (being the occurrence of a material adverse change in respect of Qube, or any of the representations and warranties given by Qube under the CPPIB Subscription Deed or statements in the Scheme Booklet relating to Qube being or becoming misleading or deceptive) require Qube and CPPIB to work in good faith to agree amendments to the subscription price under the CPPIB Subscription Deed. In such circumstances, there is no guarantee that the CPPIB subscription will proceed or that it will raise the anticipated amount.
- In connection with CPPIB's commitment to subscribe, Qube has given various representations and warranties in respect of its business and its compliance with continuous disclosure obligations. Qube has also agreed to indemnify CPPIB for loss directly arising from a breach of those representations and warranties.

B

Appendix: pro forma financial information

Basis of preparation and key assumptions

- This section has been prepared to illustrate the pro forma historical financial information of Qube Holdings Limited post the acquisition of the 50% share of the Patrick Container Terminals JV, including the potential impact of Qube exercising its right (subject to ACCC clearance) to acquire the remaining 50% shareholding interest in AAT that it does not currently own for $150m ("Pro forma Financial Information"). The acquisition of the remaining 50% shareholding interest in AAT that Qube does not currently own is subject to ACCC clearance and is not certain. It is shown for illustrative purposes only.
- The Pro Forma Financial Information is based on information extracted from the audited consolidated financial statements of Qube and Asciano for the year ended 30 June 2015 and reviewed consolidated financial statements for half year ended 31 December 2015 and such other supplementary information as was considered necessary, including the management accounts of Asciano. It is presented in an abbreviated form insofar as it does not include all of the presentation disclosures, statements or comparative information as required by the Australian Accounting Standards ("AAS") applicable to annual general purpose financial reports prepared in accordance with the Corporations Act. The Pro Forma Financial Information has been prepared in order to give Qube shareholders an indication of the scale and size of Qube following completion of the proposed transaction.
- The Pro Forma Financial Information has been prepared in accordance with the recognition and measurement principles of AAS. The following adjustments (unless otherwise stated), which have been sourced from the Annual Reports and Half-year Reports accompanying the financial statements listed above, have been made to exclude certain non-cash and non-recurring items to reflect underlying, after tax, earnings (NPAT) and NPAT adjusted to exclude amortisation of identifiable intangibles arising from acquisitions (NPATA):
    - Fair value accounting adjustments to the carrying values of strategic assets;
    - Fair value accounting adjustments to the carrying values of derivatives;
    - Write off of debt establishment costs;
    - Impairment of loan receivable from an associate;
    - Impairment of property, plant and equipment;
    - Cost of legacy management incentive schemes for acquired businesses;
    - Short term management incentives that related to increase in value of the Moorebank property;
    - Patrick Container Terminals business acquisition related advisor and finance costs;
    - Port Botany redevelopment and restructuring charges; and
    - Related finance costs and tax impact of the above.
- Apart from the adjustments outlined in the notes to the Pro Forma Financial Information, no adjustments have been made to the historical financial information of Qube and the Patrick Container Terminals JV. In particular, no adjustments have been made to allow for subsequent events unless specifically mentioned. The accounting policies adopted for the purposes of the Pro forma Financial Information for Qube and the Patrick Container Terminals JV are based on each entity's current accounting policies and income and expense treatments as outlined in their respective financial statements for the year ended 30 June 2015 and half year ended 31 December 2015. As such, the Pro Forma Financial Information of Qube (post transaction) excludes the impact of any accounting policy alignments that may be deemed necessary post transaction. In addition, the Pro Forma Financial Information excludes the amortisation of acquired intangibles as a purchase price allocation exercise has not yet been performed due to information limitations.
- The financial information should be read in conjunction with the risk factors described in Appendix C as well as the accounting policies of Qube and Asciano as disclosed in their most recent financial reports.
- The Pro Forma Financial Information assumes Qube's $942.5m equity investment in the Patrick Container Terminals JV is by way of contributed equity. Part of this equity funding may ultimately be provided in the form of a shareholder loan from Qube.

Patrick Container Terminals JV—pro forma income statement

$'m	Patrick Container Terminals JV, 12 months to 30 June 2015[1]		Patrick Container Terminals JV, 6 months to 31 December 2015[1]	
	Continuing business (underlying) [2]	Pro forma (including JV synergies & financing costs) [3,4]	Continuing business (underlying) [2]	Pro forma (including JV synergies & financing costs) [3,4]
Revenue	553.8	553.8	300.1	300.1
EBITDA	200.1	232.6	113.2	129.5
Income from associates	1.3	1.3	1.0	1.0
EBIT (including associates)	158.2	185.1	83.8	97.2
NPAT[5]		100.1		53.4
NPATA		100.1		53.4

Notes:

1. The Patrick Container Terminals JV Financial Information presented above has been sourced from note 2.1 (Segment Reporting) of the Audited Financial Statements of Asciano for the year ending 30 June 2015 and management accounts of Asciano.
2. The adjustments made to the Asciano's Terminals & Logistics division results to arrive at the Continuing business (underlying) results noted above comprise the following:
   a. On 1 August 2015, Asciano transferred a number of assets and operations which were historically reported within the Terminals & Logistics division into a new joint venture, the ACFS JV. As the ACFS JV is not included in the businesses to be acquired by the Patrick Container Terminals JV, an adjustment is made to remove the earnings of the operations transferred to the ACFS JV to present historical earnings on a consistent basis with those businesses to be acquired by the Patrick Container Terminals JV.
   b. The Regional Road and Rails business of Asciano was historically included within the Terminals & Logistics division of Asciano but was transferred to the BAPS division on 1 July 2015. As this business is not included in the businesses to be acquired by the Patrick Container Terminals JV, an adjustment has been made to remove the earnings of this business to present historical earnings on a consistent basis with the business to be acquired.
3. Qube management has estimated EBITDA synergies of $25m - $40m per annum at full run rate that will be realised under the new ownership structure within the JV. The Pro forma Financial Information for the JV presented above is based on $32.5m per annum of run rate synergies ($16.3m for 6 months period) being the mid-point of that range. Qube management expects to incur capital expenditure of $102m in order to achieve these synergies, which would result in an additional depreciation expense of $5.7m per annum at full run rate ($2.8m for 6 months period). These adjustments are included in the Pro forma Financial Information for the JV shown above.
4. The Pro forma Financial Information for the JV shown above includes incremental interest expense arising on the additional $1,000m debt funding to be raised by the JV to fund the acquisition. Interest expense has been calculated with reference to the terms of the facilities expected to be used at an annual interest rate of 4.0% . Amortisation of debt establishment costs is separately included in interest expense.
5. Income tax expense is based on a prima-facie 30% tax charge on profit before tax and associates.

Qube pro forma income statement and net debt —12 months to 30 Jun 2015

$'m	Qube (Pre-transaction)[1]		Patrick Container Terminals JV	Qube pro-forma (Underlying)		Qube pro-forma (Proportional underlying)	
	Statutory	Underlying[2]	(50% basis) (including JV synergies)	Excluding remaining 50% of AAT	Including remaining 50% of AAT[3]	Excluding remaining 50% of AAT	Including remaining 50% of AAT
Revenue	1,459.3	1,432.0	276.9	1,432.0	1,517.6	1,708.9	1,794.5
EBITDA	245.8	267.5	116.3	275.0[4]	306.5[4]	391.2[4]	422.8[4]
Income from associates	10.4	10.4	0.6	60.5[5]	52.8[5]	11.1	3.4
EBIT (including associates)	152.7	174.4	92.5	231.9	246.3	274.4	288.8
NPAT[6]	85.9	105.2	50.0	157.0	161.4	157.0	161.4
NPATA	91.8	111.1	50.0	162.9	167.3	162.9	167.3
Net Debt[7,8]	518.8	518.8		668.4	806.7	1,168.4	1,306.7
Gearing Ratio[8,9]	27%	27%		23%	27%	34%	37%

Notes:

1. The Qube Statutory and the Qube Underlying Financial Information presented above has been sourced from the audited financial statements of Qube for the year ending 30 June 2015.
2. Adjustments made to Statutory Financial Information to arrive at Underlying Financial Information include the removal of certain non-cash, accounting gains on investment properties ($27.0m), as well as the add back of following non-recurring items of expenditure:
   a. Impairment of the carrying value of certain property, plant and equipment ($42.4m),
   b. Impairment of loan receivable from associate ($2.5m),
   c. Cost of legacy incentive schemes ($2.2m) – This expense relates to costs associated with incentive schemes in place prior to the Qube restructure which were replaced with revised incentive schemes. Expenses relating to these plans will not recur going forward,
   d. Fair value of derivatives ($1.2m) – These are non-cash movements in the value of Qube's interest rate hedging portfolio. The movements reflect the movement in interest rates, volatility and the passage of time. Qube does not deal in derivatives and the cost of these derivatives is reflected in the interest costs incurred and paid over the period,
   e. Write off of debt establishment costs ($1.3m), and
   f. Moorebank STI ($1.7m) – This STI was paid in recognition of the work performed by Qube personnel in increasing the value of the Moorebank property. Given the increase in the value of Moorebank property has been excluded from underlying earnings it is also appropriate to exclude this expense which directly relates to it.
   g. A tax adjustment of $10.7m representing an effective tax rate of 30% for the underlying results off set by a cumulative non-controlling interest impact of $5.9m.
3. The Pro forma Financial Information includes incremental interest expenses arising on the additional $150m of debt funding to be raised by Qube to fund its investment in the Patrick Container Terminals JV and associated transaction costs and the potential $150m of debt funding for the acquisition of AAT. Interest expense has been calculated with reference to the terms of the facilities expected to be used at an interest rate of 3.2% per annum. Amortisation of debt establishment costs is separately included in interest expense. Should Qube not be permitted to acquire the remaining 50% of AAT and the nominated third party buyer agrees to acquire AAT and any related shareholder loans for less than the anticipated purchase price, or no third party buyer is found at all Qube may be required to make payments to Brookfield of up to a maximum of $75m. See also "Risks related to the acquisition of AAT" on slide 48.
4. Qube management has estimated EBITDA synergies at a full run rate of $5m -$10m per annum that will be realised within Qube's existing operations following the acquisition of the Patrick Container Terminals JV. The pro forma financial information presented above is based on $7.5m per annum of run rate EBITDA synergies being the mid-point of that range.
5. The Patrick Container Terminals JV will be accounted for by Qube as an equity accounted associate. NPAT for the period of $50.0m is therefore included in Qube pro-forma (Underlying) income from associates.
6. Income tax expense is based on a prima-facie 30% tax charge on profit before tax and associates.
7. Net Debt is presented post adjustments for debt establishment costs, and includes cash balances of AAT at balance sheet date under the illustrative scenario where Qube acquires the 50% shareholding interest in AAT that it does not already own.
8. Net Debt and Gearing Ratio presented for Qube pro forma (proportional underlying) is presented for illustrative purposes only, as the $1,000m debt (Qube: $500m) in Patrick Container Terminals JV is non-recourse to Qube.
9. Gearing Ratio is calculated by dividing net debt by the sum of net debt and Qube shareholders' equity.

Qube pro forma income statement and net debt —6 months to 31 Dec 2015

$'m	Qube (Pre-transaction)[1]		Patrick Container Terminals JV	Qube pro-forma (Underlying)		Qube pro-forma (Proportional underlying)	
	Statutory	Underlying[2]	(50% basis) (including JV synergies)	Excluding remaining 50% of AAT	Including remaining 50% of AAT[3]	Excluding remaining 50% of AAT	Including remaining 50% of AAT
Revenue	689.5	689.5	150.0	689.5	731.1	839.5	881.1
EBITDA	135.8	138.7	64.7	142.5[4]	159.6[4]	207.2[4]	224.4[4]
Income from associates	5.2	5.2	0.5	31.9[5]	27.4[5]	5.7	1.2
EBIT (including associates)	91.1	94.0	48.6	124.5	132.7	146.4	154.6
NPAT	49.0	52.2	26.7	79.8	82.6	79.8	82.6
NPATA	52.2	55.4	26.7	82.9	85.7	82.9	85.7
Net Debt[6,7,8]	1,054.0	520.3		669.9	815.5	1,169.9	1,315.5
Gearing Ratio[7,8,9]	42%	27%		23%	26%	34%	37%

Notes:

1. The Qube Statutory Financial Information and Qube Underlying Financial Information presented above has been sourced from the reviewed financial statements of Qube for the half year ended 31 December 2015.
2. Adjustments made to Statutory Financial Information to arrive at Underlying Financial Information include the removal of fair value gain on derivatives of $0.9m as well as the add back of the following non-recurring items of expenditure:
   a. Patrick Container Terminals business acquisition related advisor costs ($2.8m) and finance costs ($2.8m)
   b. Deferred portion of FY15 Moorebank STI ($0.1m)
   c. A tax adjustment of $1.6m representing an effective tax rate of 30% for the underlying results.
3. The Pro forma Financial Information includes incremental interest expenses arising on the additional $150m of debt funding to be raised by Qube to fund its investment in the Patrick Container Terminals JV and associated transaction costs and the potential $150m of debt funding for the acquisition of AAT. Interest expense has been calculated with reference to the terms of the facilities expected to be used at an interest rate of 3.2% per annum. Amortisation of debt establishment costs is separately included in interest expense. Should Qube not be permitted to acquire the remaining 50% of AAT and where no third party buyer is found by Qube, or the nominated third party buyer agrees to acquire AAT and any related shareholder loans for less than the anticipated purchase price, Qube may be required to make payments to Brookfield up to a maximum of $75m. See also "Risks related to the acquisition of AAT" on slide 48. Income tax expense is based on a prima-facie 30% tax charge on profit before tax and associates.
4. Qube management has estimated EBITDA synergies at a full run rate of $5m -$10m per annum that will be realised within Qube 's existing operations following the acquisition of the Patrick Container Terminals JV. The pro forma financial information for the six months to 31 Dec 2015 is presented based on $3.8m of EBITDA synergies being the mid-point of that range on a half-year basis.
5. The Patrick Container Terminals JV will be accounted for by Qube as an equity accounted associate. NPAT for the period of $26.7m is therefore include in Qube pro-forma (Underlying) income from associates.
6. Statutory Net Debt at 31 December includes the borrowings of $534m used to fund the acquisition of the current investment in AIO shares which has been removed from the net debt for Qube (Pre-transaction) on an underlying basis. Net Debt is presented post adjustments for debt establishment costs, and includes cash balances of AAT at balance sheet date under the illustrative scenario where Qube acquires the 50% shareholding interest in AAT that it does not already own.
7. As noted, Statutory Net Debt as at 31 December 2015 includes the borrowings of $534m used to fund the acquisition of the current investment in Asciano shares, which distorts the Gearing Ratio at that date. After excluding this investment and the associated borrowings, the adjusted Gearing Ratio at 31 December was 27%. Qube has used short term facilities to fund its investment in Asciano shares, and prior to or shortly following completion Qube intends to refinance these facilities with longer term debt.
8. Net Debt and Gearing Ratio presented for Qube pro forma (proportional underlying) is presented for illustrative purposes only, as the $1,000m debt (Qube: $500m) in Patrick Container Terminals JV is non-recourse to Qube.
9. Gearing Ratio is calculated by dividing net debt by the sum of net debt and Qube shareholders' equity.

Qube pro forma balance sheet—31 Dec 2015

$'m	Qube Statutory[1]	Acquisition of 50% share in Patrick JV[2]	Transaction Adjustments[3]	Qube Pro forma (ex-AAT)	AAT Transaction Adjustments[4]	Qube Pro forma (With AAT)
Assets						
Current assets:						
Cash and cash equivalents	109.5	-	-	109.5	4.4	113.9
Other current assets	209.3	-	-	209.3	19.4	228.7
Available-for-sale financial assets	535.8	-	(535.8)	-	-	-
Total current assets	**854.6**	**-**	**(535.8)**	**318.8**	**23.8**	**342.6**
Non-current assets:						
Investments accounted for using the equity method	238.9	942.5	23.3	1,204.7	(112.6)	1,092.1
Deferred tax and Other non-current assets	1,163.7	-	12.4	1,176.1	79.2	1,255.3
Intangible assets	632.0	-	-	632.0	167.6	799.6
Total non-current assets	**2,034.6**	**942.5**	**35.8**	**3,012.9**	**134.2**	**3,147.0**
Total assets	**2,889.2**	**942.5**	**(500.0)**	**3,331.7**	**157.9**	**3,489.6**
Liabilities						
Current liabilities:						
Other current liabilities	186.4	-	-	186.4	7.9	194.3
Borrowings	512.4	142.5	(459.2)	195.7	150.0	345.7
Total current liabilities	**698.8**	**142.5**	**(459.2)**	**382.1**	**157.9**	**540.1**
Non-current liabilities:						
Borrowings	646.1	-	(68.9)	577.2	-	577.2
Other non-current liabilities	18.2	-	-	18.2	-	18.2
Total non-current liabilities	**664.3**	**-**	**(68.9)**	**595.4**	**0.0**	**595.4**
Total liabilities	**1,363.1**	**142.5**	**(528.1)**	**977.5**	**157.9**	**1,135.5**
Net assets	**1,526.1**	**800.0**	**28.0**	**2,354.1**	**0.0**	**2,354.1**
Equity						
Contributed equity	1,293.5	800.0	(12.2)	2,081.3	-	2,081.3
Reserves	(21.0)	-	(1.5)	(22.5)	-	(22.5)
Retained earnings	161.5	-	41.7	203.2	-	203.2
Capital and reserves	1,434.0	800.0	28.0	2,262.0	-	2,262.0
Non-controlling interests	92.1	-	-	92.1	-	92.1
Total equity	**1,526.1**	**800.0**	**28.0**	**2,354.1**	**-**	**2,354.1**
Net Debt	**1,054.0**			**669.9**		**815.5**
Gearing Ratio	**42%[5]**			**23%**		**26%**

See over page for notes to the pro forma balance sheet

Notes to the Qube pro forma balance sheet—31 Dec 2015

Notes:

1. The Qube Statutory Financial Information presented above has been sourced from the reviewed financial statements of Qube for the half year ended 31 December 2015.
2. Qube is expected to invest $943m in the Patrick Container Terminals JV, which is expected to be funded through a combination of the equity raising of $800m and additional borrowings. Refer to slide 21 for details on sources and uses of funds.
3. The Transaction adjustments comprise the impact of the following events:
    - The sale of Qube's current investment of 61.3m shares in Asciano for forecast proceeds of $569m (based on an offer price of $9.28/share inclusive of special and interim dividends), delivering a cash surplus of $35m in comparison to the acquisition cost of $534m (based on $8.71/share). (The fair value of the investment at 31 December 2015 was $536m);
    - The recognition of a profit of $42m in retained earnings for the sale of Asciano shares, comprising dividend income of $57m (based on $0.93/share) from the interim and special dividends less a net loss on sale (after tax) of $15m (based on difference of dividend adjusted offer price of $8.35/share and acquisition cost of $8.71/share and assuming a tax rate of 30%); and
    - The balance sheet impacts of the funding of Qube's share of transaction costs of $42m. The net reduction in borrowings (current and non-current) of $527m is comprised of the $569m proceeds from the sale of Asciano shares less the funding of these transaction costs.
4. Qube currently holds a 50% stake in AAT and records this as an investment accounted for using the equity method. Post transaction (subject to ACCC clearance), Qube will own 100% of AAT. This adjustment eliminates Qube's equity accounted investment and consolidates the statement of financial position of AAT on a line by line basis. The adjustment also includes the additional borrowings of $150m to fund the acquisition. The nominated third party buyer agrees to acquire AAT and any related shareholder loans for less than the anticipated purchase price, or no third party buyer is found at all Qube may be required to make certain payments to Brookfield in respect of any shortfall. See also "Risks related to the acquisition of AAT" on slide 48.
5. Statutory Net Debt as at 31 December 2015 includes the borrowings of $534m used to fund the acquisition of the current investment in Asciano shares which distorts the Gearing Ratio at that date. After excluding this investment and the associated borrowings, the adjusted Gearing Ratio at 31 December 2015 was 27%. Qube has used short term facilities to fund its investment in Asciano shares, and prior to or shortly following completion of the acquisition Qube intends to refinance these facilities with longer term debt.

Reconciliation of Statutory NPAT to Pro forma NPATA

$'m	12 months to Jun-15	6 months to Dec-15
Qube Statutory NPAT	85.9	49.0
Underlying Adjustments[1]	19.3	3.2
Financing costs on Qube acquisition debt (net of tax)	(3.5)	(1.8)
Estimated synergies within Qube's existing operations (net of tax)	5.3	2.7
Qube's 50% share of Patrick Container Terminals JV's pro forma NPAT	50.0	26.7
Qube pro forma NPAT excluding remaining 50% of AAT	157.0	79.8
Incremental 50% share in AAT's NPAT	7.7	4.5
Financing of incremental net debt to fund acquisition of AAT (net of tax)	(3.3)	(1.7)
Qube pro forma NPAT including AAT	161.4	82.6
Amortisation expense (net of tax)	5.9	3.1
Qube pro forma NPATA	167.3	85.7

Notes:
1. Refer to description of underlying adjustments made on slides 32 and 33.

C

Appendix: Key risks

Key risks

This section sets out some of the key risks associated with:

- Qube and its existing business;
- the Patrick Container Terminals JV;
- the acquisition; and
- participation in the Entitlement Offer.

The risks set out in this section are not listed in order of importance and do not constitute an exhaustive list of all risks involved with an investment in Qube.

Before investing in Qube you should be aware that a number of risks and uncertainties, which are both specific to Qube and of a more general nature, may affect the future operating and financial performance of Qube and the value of Qube shares. You should note that the occurrence or consequence of many of the risks described in this section are partially or completely outside of the control of Qube, its directors and senior management.

Before investing in Qube shares, you should carefully consider the risk factors and your personal circumstances. Potential investors should consider publicly available information on Qube (such as that available on the ASX website), and consult their stockbroker, solicitor, accountant or other professional advisor before making an investment decision.

Nothing in this presentation is financial product advice and this document has been prepared without taking into account your investment objectives or personal circumstances.

Qube (existing business) risks

Economic conditions

The operating and financial performance of Qube’s businesses are influenced by a variety of general economic and business conditions including the level of inflation, interest rates and exchange rates and government fiscal, monetary and regulatory policies. A prolonged deterioration in domestic or general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have a material adverse impact on the financial performance of Qube's businesses.

Key personnel

The operational and financial performance of Qube's businesses is dependent on their ability to attract and retain experienced management. The loss or unavailability of key personnel involved in the management of the businesses could have an adverse impact on Qube’s financial performance.

Access to property and rent expense

Some of Qube's businesses lease and license significant infrastructure and other properties and assets such as rail terminals, container parks and stevedoring facilities. These leases and licences carry renewal risk upon expiry. These businesses are heavily reliant upon long term access to critical sites/properties. Any failure to renew, renewal on less favourable terms (such as increases in rent expense) or termination of such key leases and licences may have a material adverse effect on future financial performance and position.

Constraints on development

The ability of Qube to benefit from development of its strategic development assets will depend on, among other things, receipt of necessary planning and other third party approvals including approvals from relevant planning authorities and approval from Qube’s partners. There can be no certainty that these approvals will be received in a time frame or form acceptable to Qube which could result in a reduction in the value of the strategic development assets.

Capital expenditure

The businesses carried on by some of Qube's businesses are capital intensive and require material investment to be made in capital equipment. The operating and financial performance of these businesses will be partly reliant on their ability to effectively manage significant capital projects within required budgets and timeframes and on sufficient funding being available for the capital expenditure requirements of the business, including the maintenance and replacement of equipment to meet operational requirements. In some circumstances, the need for material investment in capital equipment may result in capital expenditure being beyond that budgeted by Qube, which could have an adverse effect on Qube and its financial performance. Capital expenditure requirements may impact the cash flow available to service financing obligations, pay dividends or otherwise make distributions.

Qube (existing business) risks

Early stage projects

A key part of Qube's growth strategy involves identifying and pursuing growth opportunities within its existing business. This includes the development of projects within Qube's Strategic Assets division, including the Moorebank and Minto intermodal projects, the Quattro grain export joint venture and the TQ Holdings fuel export joint venture.

These early stage projects and opportunities typically involve development and construction of new facilities and infrastructure or expansion or upgrades to existing facilities and infrastructure. Investments in new projects during a development or construction phase are likely to be subject to additional risks, including that the project will not be completed within budget, within the agreed timeframe and to the agreed specifications, that the income derived from project is lower than expected and, where applicable, the new project is not successfully integrated into the existing assets of the business.

Risks from acquisitions

Qube’s business strategy involves it continuing to seek growth opportunities, including through acquisitions. Similar to the proposed acquisition of the Patrick Container Terminals JV, risks exist in respect of integrating an acquisition, including the risk that potential synergies may not be realised and that Qube’s financial performance may be impacted.

Competition risks

Increased competition for Qube's businesses could result in price reductions, under-utilisation of personnel, assets or infrastructure, reduced operating margins and/or loss of market share, which may have a material adverse effect on future financial performance and position.

Government policy and regulation

The operations of Qube's businesses depend on access to infrastructure including ports, terminals and associated infrastructure which is subject to government policy and legal and regulatory oversight; including access, accreditation, operational, security, tax, environmental and industrial (including occupational health and safety) regulation. Changes in government policy and legal and regulatory oversight may have a material adverse effect on future financial performance and position.

Employees/industrial action

A number of operational employees of Qube's businesses are members of trade unions. These employees are generally covered by collective agreements which are periodically renegotiated and renewed. The risk of strikes and other forms of industrial action that may have a material adverse impact on these businesses would be primarily dependent on the outcomes of negotiations with representative unions regarding the terms of new collective agreements. If there were a material or prolonged dispute between Qube's businesses and its unions or workforce, this could disrupt operations which may have a material adverse effect on future financial performance and position.

Qube (existing business) risks

Customer service

Qube's ability to maintain relationships with major customers is integral to its financial performance. This in turn depends on its ability to offer competitive service standards and pricing. Poor performance in either area may lead to a loss of major customers which may have a material impact on the Qube's financial performance.

Exposure to commodity prices, volumes and cycles

Qube's businesses are exposed, through their customers, to global demand for commodities. Revenues and margins from the provision of bulk logistics services may be adversely impacted by reduced global demand for bulk commodities or changes in global commodity prices.

Environmental risk

National and local environmental laws and regulations may affect operations of Qube's businesses. Standards are set by these laws and regulations regarding certain aspects of health and environmental quality, and they provide for penalties and other liabilities if such standards are breached, and establish, in certain circumstances, obligations to remediate and rehabilitate current and former facilities and locations where operations are, or were, conducted. Qube's businesses incur costs to comply with these environmental laws and regulations and in respect of violation of them, and changes to such laws and regulations, including changes to operating licence conditions, could result in penalties and other liabilities, which may have a material adverse effect on future financial performance and position.

Litigation and disputes

Qube may become involved in litigation or disputes, which could adversely affect financial performance and reputation.

Counterparty risk

Qube is exposed to credit-related losses if counterparties to contracts fail to meet their obligations. This could occur if customers were to become insolvent or not meet their financial obligations to Qube and may adversely impact Qube’s revenue.

Foreign exchange risk

Qube is exposed to foreign exchange risk, which may impact the volume of imports or exports subject to whether the Australian dollar is appreciating or depreciating. Movements in the foreign exchange rate may also affect the price of capital equipment acquired outside of Australia. These risks may affect Qube’s financial performance.

Qube (existing business) risks

Interest rate risk

The nature of Qube's financing arrangements exposes Qube to interest rate risk, including from the movement in underlying interest rates, which impacts on Qube's cost of funding and may adversely impact Qube's financial performance.

Financing risk

Qube has outstanding debt facilities, and will take on additional debt financing in relation to the transaction. Such indebtedness may result in Qube being subject to certain covenants restricting its ability to engage in certain types of activities or to pay dividends to Qube shareholders.

General economic and business conditions that impact the debt or equity markets could impact Qube's ability to refinance its operations.

Dividends

Following completion of the Offer, Qube expects to maintain its current dividend policy of, whenever possible, paying a dividend equal to 50-60% of underlying earnings per share.

However, future determinations as to the payment of dividends by Qube will be at the discretion of the directors of Qube and will depend upon the availability of distributable earnings and franking credits, the operating results and financial condition of Qube and its subsidiaries and associates (including the Patrick Container Terminals Business), future capital requirements, covenants in relevant financing agreements, general business and financial conditions and other factors considered relevant by the directors of Qube. No assurance is, therefore, given in relation to the payment of future dividends or the extent to which any such dividends may be franked.

Taxation

The risk that changes in tax law (including goods and services taxes and stamp duties), or changes in the way tax laws are interpreted in the various jurisdictions in which Qube operates, may impact the tax liabilities of Qube. In addition, the ability of Qube to obtain the benefit of existing tax losses and claim other beneficial tax attributes will depend on future circumstances and may be adversely affected by changes in ownership, business activities, levels of taxable income and any other conditions relating to the use of the tax losses or other attributes in the jurisdictions in which Qube operates.

Occupational health and safety

If there were to be a failure to comply with the applicable occupational health and safety legislative requirements across the jurisdictions in which Qube operates, there is a risk that non-compliance may result in fines, penalties and/or compensation for damages as well as reputational damage.

Qube (existing business) risks

Trading price of Qube shares

There are risks associated with any share market investment. It is important to recognise that share prices and dividends might fall or rise. Factors affecting the operating and financial performance of Qube and the ASX trading price of Qube shares include domestic and international economic conditions and outlook, changes in government fiscal, monetary and regulatory policies, changes in interest rates and inflation rates, the announcement of new technologies and variations in general market conditions and/or market conditions which are specific to a particular industry.

Furthermore, share prices of many companies are affected by factors which might be unrelated to the operating performance of the relevant company. Such factors might adversely affect the market price of Qube shares.

Other factors

Other factors or events may impact on Qube's performance, such as natural disasters, changes or disruptions to political, regulatory, legal or economic conditions, or to Australian or international financial markets, including as a result of terrorism or war.

Patrick Container Terminals JV risks

Impact of economic growth on container volumes

Australian economic growth and population growth are key variables in relation to demand for consumer goods, many of which are imported through Australia's container terminals.

If Australia's economic growth is not maintained, or Australia's population growth slows, demand for imported goods may be reduced, which may have a material adverse effect on the financial performance of the Patrick Container Terminals Business.

Similarly, the relative strength of the Australian dollar impacts on the demand by Australian businesses for imported goods. This, in turn, impacts on container demand.

Impact of commodity cycles on the growth in container volumes

The Patrick Container Terminals JV receive revenue from stevedoring export containers, the level of which is lower for empty containers. Consequently growth in containerised exports has a positive impact on financial performance.

Conversely, the impact of commodity cycles can reduce the growth in containerised exports, which can have a negative impact on financial performance.

Increased competition from additional entrants into the container ports industry

There has been increased competition in the container terminals business operated by the Patrick Container Terminals Business from third party operators at a number of key terminal sites.

In particular, Hutchison Ports Australia Limited, a division of Hong Kong based CK Hutchison Holdings Limited, commenced operations at Brisbane in January 2013 and Sydney in July 2014.

The Port of Melbourne Corporation, a state owned enterprise, has also sold the rights to develop a third international container terminal at Webb Dock. Victoria International Container Terminal Ltd, a company wholly owned by International Container Terminal Services Inc. and Anglo Ports Pty Ltd, was awarded the contract and is expected to start operating from the end of 2016.

If these new industry entrants are successful in building their operations, this may result in lower volumes and margins for the Patrick Container Terminals JV which may, in turn, have a material impact on financial performance.

Patrick Container Terminals JV risks

Lease arrangements

The Patrick Container Terminals JV requires access, at sustainable costs, to port infrastructure to be able to provide its container stevedoring services to its customers and is currently negotiating long term access at Fremantle Port following the end of the current lease term in 2017. If that lease cannot be negotiated on acceptable terms, this may have a material impact on financial performance.

The Port of Melbourne recently attempted to materially increase the rental costs of a competitor to the Patrick Container Terminals JV. The competitor successfully negotiated a reduced increase in rental costs. The Patrick Container Terminals JV's rental at the Port of Melbourne has been up for review from 1 January 2016. There is a risk that the Port of Melbourne may attempt to pass on an increase in rental costs to the Patrick Container Terminals JV. If the Patrick Container Terminals JV is unable to negotiate a reasonable increase, financial performance may be materially impacted.

Customer consolidation

The global shipping line market is subject to potential changes through the consolidation of participants and changes to shipping consortia. The result of these changes could be an increase or a decrease in the Patrick Container Terminals Business' market share and consequently could have a material adverse impact on financial performance.

Employees/Industrial action

Many operational employees of the Patrick Container Terminals JV are members of trade unions. These employees are generally covered by collective agreements, some of which are currently in the process of renegotiation.

Australia's industrial relations laws afford various rights to employees to engage in industrial action. Industrial action can cause significant disruption to the Patrick Container Terminals JV' customer service performance.

In particular, the activities of the Maritime Union of Australia (including any industrial action taken) in connection with the business operated by the Patrick Container Terminals JV impacts on the division's ability to effectively service its customers. This, in turn, could have an impact on customer demand.

Transaction risks

Completion risk

Completion of both the Scheme and the acquisition of the Patrick Container Terminals JV is expected to occur around June 2016, subject to delay due to regulatory approvals. Both the Scheme and the acquisition of the Patrick Container Terminals JV are subject to, among other conditions, ACCC clearance and FIRB approval. Should this approval not be received, for whatever reason, or should approval be granted on terms or conditions which are not acceptable to the parties to the Scheme, the Scheme and/or the acquisition of the Patrick Container Terminals JV may not proceed. If the acquisition does not complete for any reason, Qube will consider options in relation to the use of funds raised under the Entitlement Offer, including use of the funds for working capital purposes, growth initiatives and/or a return of capital to Qube shareholders.

The Scheme is also subject to other customary conditions precedent, including the approval of existing Asciano shareholders and Court approvals. Further information in relation to those conditions precedent is set out on slide 23. The acquisition of the Patrick Container Terminals JV also remains subject to satisfaction of a number of conditions precedent, including:

- the scheme of arrangement becoming effective (and is accordingly indirectly subject to the same conditions precedent as the Scheme); and
- ACCC clearance (which will be deemed to have been satisfied if the scheme of arrangement becomes effective).

The acquisition may not proceed if any of these conditions precedent are not satisfied. If the transaction does not proceed, Qube intends to use the proceeds of the Entitlement Offer to reduce existing debt and for other growth related initiatives, such as continued development of the Moorebank inland terminal development, the TQ Holdings fuel joint venture and other additional growth opportunities across the group. The alternative deployment of this capital may generate lower returns than the acquisition.

Transaction costs

Qube (either alone or jointly with other members of the acquiring consortium) and Asciano will incur transaction costs in connection with the Offer, including funding costs, stamp duty, financial advisers' fees, filing fees, legal and accounting fees, regulatory fees and mailing costs. Qube has estimated its share of funding for transaction costs to be approximately $42m. To the extent that Qube's share of funding for transaction costs increases, (either as a result of unforeseen costs or cost-sharing arrangements between Qube and the consortium members), Qube's financial performance would be adversely impacted.

Transaction risks

Reliance on information provided

Qube undertook a due diligence process in respect of the Patrick Container Terminals JV, which relied in part on the review of financial and other information provided by Asciano. Despite taking reasonable efforts, Qube has not been able to verify the accuracy, reliability or completeness of all the information which was provided to it against independent data. Similarly, Qube has prepared (and made assumptions in the preparation of) the pro forma financial information relating to the Patrick Container Terminals JV on a stand-alone basis and also of Qube following the transaction included in this Investor Presentation, in reliance on limited financial information and other information provided by Asciano. Qube is unable to verify the accuracy or completeness of that information. If any of the data or information provided to and relied upon by Qube in its due diligence process and its preparation of this Investor Presentation proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of the Patrick Container Terminals JV or Qube may be materially different to the pro forma statement of financial position and the pro forma statement of performance expected by Qube and reflected in this Investor Presentation. Investors should also note that there is no assurance that the due diligence conducted was conclusive and that all material issues and risks in respect of the acquisition have been identified. Therefore, there is a risk that unforeseen issues and risks may arise, which may also have a material impact on Qube in the future.

Acquisition accounting

On acquisition Qube will recognise their investment in the Patrick Container Terminals JV at cost. The JV, on acquiring the Patrick Container Terminals Business, will be required to perform a purchase price allocation involving the valuation of assets and liabilities acquired (including separately identifiable intangibles) and any differential between the valuation of the net assets acquired and purchase price will be recognised as goodwill in the JV. The fair value of assets recognised will provide the basis for subsequent depreciation and amortisation charges which will be reflected in Qube's equity accounted share of the JV's earnings. Accordingly, Qube's share of earnings is likely to differ to the share of earnings shown in the pro forma financial information in Appendix B.

Change of control provisions

Some contracts to which the Patrick Container Terminals JV is a party (including leases, supply contracts, joint venture agreements and customer contracts) contain change of control provisions that will, or may if certain conditions pertain, be triggered by the Offer and/or the sale of the Patrick Container Terminals JV. Such provisions allow the counterparty to, variously, demand immediate or earlier repayment of borrowed monies, review, adversely modify or terminate the contract or, in some cases, exercise pre-emptive rights over the joint venture interests of Asciano. If a counterparty to any such contract was to demand immediate or earlier repayment of borrowed monies, terminate or seek to renegotiate the contract or exercise pre-emptive rights, this may, individually or in aggregate, have an adverse effect on Qube, depending on the relevant contract.

Transaction risks

Achievement of synergies

A key determinant of the long-term benefits Qube expects to derive from the acquisition of the Patrick Container Terminals JV is the achievement of expected synergies and business improvement project benefits (whether in the JV or at the Qube level). There is a risk that the realisation of synergies or benefits described in this presentation may not be achieved in a timely manner, at all, or to the extent envisaged, or that the costs or capital expenditure associated with achieving them may be higher than anticipated. Potential issues and complications influencing the achievement of targeted benefits include:

- experiencing lower than expected cost savings;
- experiencing lower than expected productivity improvements;
- unintended losses of key employees; and
- market conditions or changes in the regulatory environment, or regulatory conditions imposed in connection with the Offer or sale of the Patrick Container Terminals JV.

Risks related to the acquisition of AAT

Completion of the acquisition of the remaining 50% of AAT by Qube is subject to a separate ACCC clearance. Should this clearance not be received, for whatever reason, or should clearance be granted on terms or conditions which are not acceptable to Qube, under the AAT Share Purchase Agreement AAT may instead be sold to a third party buyer nominated by Qube. If the sale does not complete, Qube may be required to pay up to $75m to Brookfield as a break fee. Based on its assessment of the AAT business and its attractiveness to potential third party buyers, Qube does not expect that it will be required to make any payment to Brookfield in connection with the disposal of the AAT business in circumstances where the required ACCC clearance is not granted, or is granted on terms or conditions which are not acceptable to Qube. However, the outcome of any subsequent sale process cannot be predicted and the price achieved in respect of a sale of AAT to a third party may be adversely affected by a number of factors, including a decline in market conditions and the outlook for earnings, lack of availability of financing for acquisitions by interested parties or a lack of buyer interest or competitive tension to which Qube will be exposed.

Transaction risks

Joint venture arrangements

The acquisition of the Patrick Container Terminals JV will be by way of a joint venture.

Joint ventures may provide for a reduced level of influence over an acquired company because governance rights are shared with others. Accordingly, decisions relating to the underlying operations, including decisions relating to the management and operation and the timing and nature of any exit, could be made by a majority vote of the investors, or by separate agreements that are reached with respect to individual decisions.

In addition, such operations may be subject to the risk that the company may make business, financial or management decisions with which Qube does not agree, or the management of the company may take risks or otherwise act in a manner that does not serve Qube's interests.

Analysis of the acquisition opportunity

Qube has undertaken financial, operational, business and other due diligence analysis in respect of the Patrick Container Terminals JV in order to determine its attractiveness to Qube and whether to pursue the Acquisition.

It is possible that the analysis undertaken by Qube, and the best estimates and assumptions made by Qube, draws conclusions and forecasts which are inaccurate or which are not realised in due course (whether because of flawed methodology, misinterpretation of economic circumstances or otherwise).

To the extent that the actual results achieved by the Patrick Container Terminals JV are weaker than those indicated by Qube's analysis, there is a risk that there may be an adverse impact on the financial position and performance of Qube.

Funding risk

The JV will enter into financing arrangements pursuant to which financiers will agree to provide debt financing for the transaction, subject to the terms and conditions of a debt financing agreement. If certain conditions are not satisfied or certain events occur, the financiers may terminate the debt financing agreement. Termination of the debt financing agreements would have an adverse impact on the JV's sources of funding for the transaction.

Offer risks

Underwriting risk

Qube has entered into an underwriting agreement under which two underwriters have agreed to fully underwrite the Entitlement Offer, subject to the terms and conditions of the underwriting agreement between the parties. If certain conditions are not satisfied or certain events occur, the underwriters may terminate the underwriting agreement. Termination of the underwriting agreement would have an adverse impact on the proceeds raised under the Entitlement Offer and Qube's sources of funding for the acquisition. If the underwriting agreement is terminated Qube will not be entitled to terminate the sale and purchase agreement for the acquisition. In these circumstances Qube would need to find alternative funding to meet its contractual obligations. Termination of the underwriting agreement could materially adversely affect Qube's business, cash flow, financial condition and results of operations.

The Underwriters' obligations to underwrite the Entitlement Offer are conditional on certain matters. These matters include that:

- the Scheme Implementation Agreement in relation to the Scheme for Asciano is entered into by all parties and such document not being terminated or rescinded;
- Qube receiving new debt facilities;
- the Underwriters receiving certain sign-offs from the Company; and
- the ASX approving the quotation of shares issued under the Entitlement Offer.

The ability of the underwriters to terminate the underwriting agreement in respect of some events will depend on whether the event has or is likely to have a material adverse effect on the success, marketing or settlement of the Entitlement Offer, the value of the securities, or the willingness of investors to subscribe for securities, or where they may give rise to liability for the underwriters.

In addition to these termination events, the occurrence of certain other events (including market disruption, hostilities, regulatory action or material adverse change) may affect the underwriters' obligation to underwrite the Entitlement Offer at the offer price under the underwriting agreement. If any such event occurs, the underwriters' obligation to underwrite at the offer price may cease to apply, in which case the underwriters and Qube may be required to work together in good faith to agree amendments to the underwriting agreement to implement an alternative capital raising that enables Qube to pursue the acquisition. In such circumstances, there is no guarantee that the underwriters will agree appropriate and timely amendments to the underwriting agreement, which may adversely impact the timing and success of the Entitlement Offer, the proceeds raised by Qube and Qube's funding for the acquisition.

Offer risks

Risk of dilution

You should also note that if you do not take up all of your entitlement, then your percentage security holding in Qube will be diluted by not participating to the full extent in the Entitlement Offer.

CPPIB Subscription Deed

Funding for Qube's equity share of the Patrick Container Terminals JV acquisition will be through a combination of Entitlement Offer and the CPPIB Placement.
Qube has entered into a subscription deed with CPPIB under which CPPIB (or its nominated controlled entity) has agreed to subscribe for approximately 143,018,818 new shares (equivalent to 9.9% of Qube’s expanded issued capital, including the New Shares issued in respect of the Entitlement Offer).

If certain conditions are not satisfied (including ACCC clearance for CPPIB’s subscription) or certain events occur (including the failure to satisfy conditions precedent to the Scheme or termination of specified key transaction documents), CPPIB may terminate the subscription deed. Termination of the CPPIB Subscription Deed would have an adverse impact on the proceeds of the equity raising and Qube's sources of funding for the acquisition. If the CPPIB Subscription Deed is terminated Qube will not be entitled to terminate the sale and purchase agreement for the acquisition. In these circumstances Qube would need to find alternative funding to meet its contractual obligations. Termination of the CPPIB Subscription Deed could materially adversely affect Qube's business, cash flow, financial condition and results of operations.

Slide 28 sets out a summary of conditions precedent, termination events and repricing events in relation to the CPPIB Subscription Deed. In such circumstances, there is no guarantee that the CPPIB subscription will proceed or that it will raise the anticipated amount, which may adversely impact Qube's funding for the acquisition.

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Appendix: International selling restrictions

International selling restrictions

This document does not constitute an offer of New Shares of Qube in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – Prospectus and Registration Exemptions, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

Qube as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon Qube or its directors or officers. All or a substantial portion of the assets of Qube and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against Qube or such persons in Canada or to enforce a judgment obtained in Canadian courts against Qube or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

International selling restrictions

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Shares purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against Qube if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against Qube. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against Qube, provided that (a) Qube will not be liable if it proves that the purchaser purchased the New Shares with knowledge of the misrepresentation; (b) in an action for damages, Qube is not liable for all or any portion of the damages that Qube proves does not represent the depreciation in value of the New Shares as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the New Shares were offered.

Section 138 of the *Securities Act* (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

International selling restrictions

Cayman Islands

No offer or invitation to subscribe for Entitlements or New Shares may be made to the public in the Cayman Islands.

China

The information in this document does not constitute a public offer of the New Shares, whether by way of sale or subscription, in the People's Republic of China (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). The New Shares may not be offered or sold directly or indirectly in the PRC to legal or natural persons other than directly to "qualified domestic institutional investors".

European Economic Area - Malta and the Netherlands

The information in this document has been prepared on the basis that all offers of New Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in Member States of the European Economic Area (each, a "Relevant Member State"), from the requirement to publish a prospectus for offers of securities.

An offer to the public of New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in the Relevant Member State:

- to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments;
- to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements);
- to any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, "MiFID"); or
- to any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.

France

This document is not being distributed in the context of a public offering of financial securities (offre au public de titres financiers) in France within the meaning of Article L.411-1 of the French Monetary and Financial Code (Code monétaire et financier) and Articles 211-1 et seq. of the General Regulation of the French Autorité des marchés financiers ("AMF"). The New Shares have not been offered or sold and will not be offered or sold, directly or indirectly, to the public in France.

International selling restrictions

This document and any other offering material relating to the New Shares have not been, and will not be, submitted to the AMF for approval in France and, accordingly, may not be distributed (directly or indirectly) to the public in France. Such offers, sales and distributions have been and shall only be made in France to qualified investors (investisseurs qualifiés) acting for their own account, as defined in and in accordance with Articles L.411-2-II-2, D.411-1, L.533-16, L.533-20, D.533-11, D.533-13, D.744-1, D.754-1 and D.764-1 of the French Monetary and Financial Code and any implementing regulation.

Pursuant to Article 211-3 of the General Regulation of the AMF, investors in France are informed that the New Shares cannot be distributed (directly or indirectly) to the public by the investors otherwise than in accordance with Articles L.411-1, L.411-2, L.412-1 and L.621-8 to L.621-8-3 of the French Monetary and Financial Code.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Ireland

The information in this document does not constitute a prospectus under any Irish laws or regulations and this document has not been filed with or approved by any Irish regulatory authority as the information has not been prepared in the context of a public offering of securities in Ireland within the meaning of the Irish Prospectus (Directive 2003/71/EC) Regulations 2005, as amended (the "Prospectus Regulations"). The New Shares have not been offered or sold, and will not be offered, sold or delivered directly or indirectly in Ireland by way of a public offering, except to "qualified investors" as defined in Regulation 2(l) of the Prospectus Regulations.

International selling restrictions

Japan

The New Shares have not been and will not be registered under Article 4, paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948), as amended (the "FIEL") pursuant to an exemption from the registration requirements applicable to a private placement of securities to Qualified Institutional Investors (as defined in and in accordance with Article 2, paragraph 3 of the FIEL and the regulations promulgated thereunder). Accordingly, the New Shares may not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan other than Qualified Institutional Investors. Any Qualified Institutional Investor who acquires New Shares may not resell them to any person in Japan that is not a Qualified Institutional Investor, and acquisition by any such person of New Shares is conditional upon the execution of an agreement to that effect.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of Qube with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the FMC Act and the Securities Act (Overseas Companies) Exemption Notice 2013.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

International selling restrictions

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of Qube's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("SIX") or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations.

International selling restrictions

Neither this document nor any other offering or marketing material relating to the New Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

This document is personal to the recipient only and not for general circulation in Switzerland.

United Kingdom

Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares. This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to Qube.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.