

# ASX/MEDIA RELEASE

Date: 2 May 2016

## **SCHEME BOOKLET DISPATCHED TO SHAREHOLDERS**

Asciano Limited (ASX: AIO, OTCUS: AIOYY) ("**Asciano**") announces that it will today dispatch to shareholders the Scheme Booklet released to ASX on 21 April 2016 and Proxy Form for the Scheme Meeting in relation to the previously announced Scheme of Arrangement ("**Scheme**").

The Proxy Form for the Scheme Meeting is attached to this announcement.

Asciano shareholders who have nominated an electronic address for the purposes of receiving notices of meetings will receive an email containing links to the above documents. All other Asciano shareholders will receive the Scheme Booklet and the Proxy Form by post.

Asciano shareholders should carefully read the Scheme Booklet as it includes important information which will help them make an informed decision about how to vote on the Scheme. Asciano's Board of Directors continues to unanimously recommend that Asciano shareholders vote in favour of the Scheme, in the absence of a superior proposal.

### ***Scheme Meeting Voting***

The Scheme Meeting will be held on Friday, 3 June 2016 at The Adelaide Room, Level 4, The Sofitel Sydney Wentworth, 61-101 Phillip St, Sydney, commencing at 10.00am (Sydney time).

All Asciano shareholders are encouraged to vote either by attending the Scheme Meeting in person or by lodging a proxy vote. If you choose to lodge a proxy vote, your completed proxy form must be received by Asciano by 10.00am (Sydney time) on Wednesday, 1 June 2016. Details of how to lodge a proxy vote are included in the Proxy Form.

### ***Further Information***

Asciano shareholders can obtain further information by contacting the Asciano Shareholder Information Line on 1300 729 310 for shareholders located in Australia, and +61 3 9415 4608 for shareholders located outside Australia.

For further information, please contact:

<b>Investors and analysts</b>	<b>Media</b>
Kelly Hibbins	Mathew Charles
tel: +61 2 8484 8046	tel: +61 2 8484 8082
mobile: +61 414 609 192	mobile: +61 422 006 515
email: <a href="mailto:kelly_hibbins@asciano.com.au">kelly_hibbins@asciano.com.au</a>	email: <a href="mailto:media@asciano.com.au">media@asciano.com.au</a>

- Ends -



Asciano Limited ABN 26 123 652 862

## Lodge your vote:



**Online:**

[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 729 310  
(outside Australia) +61 3 9415 4608

AIO

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

# Scheme Meeting - Proxy Form

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## Vote and view the scheme booklet online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

## Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 10:00am (Sydney time) on Wednesday, 1 June 2016**

Capitalised words have the same meaning as defined in the Scheme Booklet unless otherwise indicated.

## How to Vote on the Item of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a proxy:** If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that individual or body corporate in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy. If your named proxy attends the meeting but does not vote as directed on a poll on an item of business, the Chairman of the meeting will become your proxy in respect of that item. A proxy need not be a shareholder of the Company.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you want to appoint two proxies, an additional proxy form can be obtained from Computershare Investor Services Pty Limited. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. If both proxies attend the same meeting, neither may vote on a show of hands. On a poll, each proxy may only exercise votes in respect of those shares that the proxy represents.

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders must sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the Meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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## Scheme Meeting - Proxy Form

Please mark ☒ to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being an Eligible Asciano Shareholder/s hereby appoint



the Chairman  
of the Meeting OR



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Scheme Meeting of Asciano Limited to be held at The Adelaide Room, Level 4, The Sofitel Sydney Wentworth, 61-101 Phillip St, Sydney on Friday, 3 June 2016 commencing at 10:00am (Sydney time), and at any adjournment or postponement of the Scheme Meeting.

### STEP 2 Item of Business



**PLEASE NOTE:** If you mark the **Abstain** box for the item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

For Against Abstain

Resolution 'That pursuant to and in accordance with the provisions of section 411 of the Corporations Act, the scheme of arrangement proposed to be entered into between Asciano and Asciano Shareholders (other than Excluded Shareholders), as more particularly described in the Scheme Booklet accompanying the notice convening this meeting, is agreed to (with or without any modifications or conditions ordered by the Court to which Asciano and each Rail Consortium Member agree) and, subject to approval of the Scheme by the Court, the Asciano Board is authorised to implement the Scheme with any such modifications or conditions.'

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The Chairman of the Meeting intends to vote undirected proxies in favour of the resolution.

In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date

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