



QUBE HOLDINGS LIMITED
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Dear Shareholder,

QUBE HOLDINGS LIMITED A\$494 MILLION PRO RATA ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER

On Tuesday, 15 March 2016, Qube Holdings Limited (**Qube**) announced the launch of a fully underwritten 1 for 4.4 pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of new fully paid ordinary shares in Qube (**New Shares**) at an offer price of A\$2.05 per New Share (**Entitlement Offer Price**). The Entitlement Offer will raise approximately A\$494 million. The Entitlement Offer will be raised in conjunction with a conditional placement of A\$306 million to Canada Pension Plan Investment Board (**CPPIB**) (together, the **Offer**), to raise a total of A\$800 million. The CPPIB placement is conditional upon regulatory approval, including ACCC approval.

Qube will use the proceeds of the Offer to partially fund Qube's equity contribution for the proposed acquisition of Asciano Limited's (**Asciano**) Patrick Container Terminals Business in a 50/50 joint venture with Brookfield Infrastructure and its co-investors. Qube also has the right to subsequently acquire Asciano's 50% shareholding interest in AAT from Brookfield Infrastructure for A\$150 million, subject to ACCC clearance, or to nominate a third party buyer.

This letter is to inform you about the Entitlement Offer, and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer. This letter is not an offer to issue entitlements or New Shares to you, nor an invitation for you to apply for entitlements or New Shares. You are not required to do anything in response to this letter.

The Entitlement Offer

The Entitlement Offer comprises an accelerated institutional entitlement offer (**Institutional Entitlement Offer**) and an offer to eligible retail shareholders (as described below, **Eligible Retail Shareholders**) to participate at the same Entitlement Offer Price and offer ratio (**Retail Entitlement Offer**). The Entitlement Offer is being made in accordance with section 708AA of the Act (as modified by ASIC Class Order 08/35), meaning that no prospectus is required to be prepared in relation to the Entitlement Offer.

The Institutional Entitlement Offer has been completed and raised approximately A\$250 million. The Retail Entitlement Offer is expected to raise approximately A\$244 million.

Retail Entitlement Offer

The Retail Entitlement Offer is being made to Eligible Retail Shareholders on the basis of an entitlement to subscribe for 1 New Share for every 4.4 existing Qube shares held on the Record Date of 7.00pm (Sydney time) on Thursday, 17 March 2016. An offer booklet in relation to the Retail Entitlement Offer (**Information Booklet**) will be despatched to Eligible Retail Shareholders on or around Monday, 21 March 2016. Further information in relation to the Entitlement Offer has been disclosed on the Australian Securities Exchange (**ASX**).

As the Entitlement Offer is non-renounceable, entitlements under the Retail Entitlement Offer cannot be sold, traded on the ASX or on any other exchange, nor can they be privately transferred.

Eligibility Criteria

Eligible Retail Shareholders are those persons who:

- are registered as a holder of existing Qube shares as at the Record Date, being 7.00pm (Sydney time) on Thursday, 17 March 2016;
- as at the Record Date, have a registered address on the Qube share register that is in Australia or New Zealand;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Qube shares for the account or benefit of such person in the United States);
- were not invited to participate (other than as nominee, in respect of other underlying holdings) in the Institutional Entitlement Offer and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Shareholders who are not Eligible Retail Shareholders are ineligible retail shareholders and are consequently unable to participate in the Retail Entitlement Offer.

The restrictions upon eligibility to participate in the Retail Entitlement Offer arise because of the legal and regulatory requirements in countries other than Australia or New Zealand and the potential costs to Qube of complying with these legal and regulatory requirements compared with the relatively small number of shareholders in those countries, the relatively small number of existing Qube shares they hold and the relatively low value of New Shares to which those shareholders would otherwise be entitled. Qube has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules and section 9A(3) of the Act, that it would be unreasonable to make or extend offers to Qube shareholders in certain countries under the Retail Entitlement Offer.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Retail Shareholder stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Act, Qube wishes to advise you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer. You will not be sent the documents relating to the Entitlement Offer and you will not receive any value for the New Shares to which you would otherwise have been entitled.

You are not required to do anything in response to this letter.

For further information on the Entitlement Offer or if you believe that you are an Eligible Retail Shareholder, you can call the Qube Entitlement Offer Information Line on 1300 409 129 (within Australia) or +61 3 9415 4625 (outside Australia) from 9.00am to 5.00pm (Sydney time) Monday to Friday. If you have any further questions, you should contact your stockbroker, accountant or other professional adviser.

On behalf of the Board of Qube, I thank you for your continued support.

Yours faithfully



Maurice James
Managing Director