



QUBE HOLDINGS LIMITED
ABN 141 497 230 53

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Sydney
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4 April 2014

ASX and Media Announcement

Share Purchase Plan Booklet

Qube Holdings Limited (**Company**) advises that the Share Purchase Plan booklet and application form attached to this announcement were sent to eligible shareholders today.

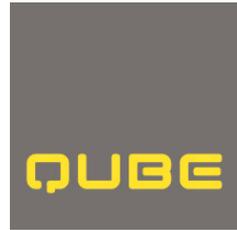
These documents are also available on the Company's website at:

<http://www.qube.com.au/announcements>



William Hara
General Counsel and Company Secretary





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QUBE SHARE PURCHASE PLAN

3 April 2014

Dear Shareholder,

On behalf of the board of Qube Holdings Limited (**Qube** or **the Company**), I am pleased to offer you the opportunity to participate in the Qube Share Purchase Plan (**SPP**) which was announced on 27 March 2014. The SPP provides you with the opportunity to acquire up to A\$15,000 worth of Qube's shares without paying any brokerage costs, commissions or other transaction costs (subject to any scale-back at Qube's absolute discretion).

Qube recently conducted an institutional placement which successfully raised A\$200 million (**Placement**). The funds raised under the Placement and the SPP will be used to fund proposed capital expenditure associated with the Quattro Grain joint venture and related rolling stock, reduce debt and provide capacity to fund other capital expansion initiatives presently under consideration.

Further information regarding the Quattro Grain Joint Venture project, which was announced in conjunction with the placement and SPP on 27 March 2014, is available from Qube's website at www.qube.com.au.

I encourage you to read this SPP booklet carefully and in its entirety before making a decision on whether to participate in the SPP. If you have any questions in relation to the SPP, please call the Qube SPP Offer Information Line between 8.30am and 5.00pm Monday to Friday on **1300 850 505** (within Australia) or **+61 3 9415 4000** (outside Australia).

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

Yours sincerely,

A handwritten signature in black ink, appearing to read "C. Corrigan", written in a cursive style.

Christopher D. Corrigan
Chairman

SPP FREQUENTLY ASKED QUESTIONS

1) What is the SPP?

The SPP provides each eligible shareholder with an opportunity to acquire shares (subject to any scale back at Qube's absolute discretion), without paying any brokerage fees, commissions or other transaction costs, at the Issue Price for a total application price not exceeding A\$15,000.

2) Who is an eligible shareholder?

An eligible shareholder who may participate in the SPP is a registered holder of Qube shares at 7.00pm (Sydney time) on Wednesday, 26 March 2014 with a registered address on the register in Australia or New Zealand. Shareholders who hold shares on behalf of persons who reside outside Australia or New Zealand, are in the United States, or acting for the account or benefit of a person in the United States are not entitled to participate in the SPP on behalf of those persons.

Qube will not issue new shares to an applicant if those shares, either alone or in conjunction with the issue of shares under other applications received by Qube, would contravene any law or the ASX Listing Rules.

3) How will custodians, trustees and nominees be treated under the SPP?

Please refer to Section 1(g) in the SPP Terms and Conditions for information on eligibility for custodian, trustee and nominee shareholders.

4) What are the key dates?

Record Date	Wednesday, 26 March 2014
SPP opens	Friday, 4 April 2014
SPP closes	Friday, 9 May 2014
SPP Issue date	Friday, 16 May 2014
Despatch of SPP holding statements	Monday, 19 May 2014
Quotation of new shares on ASX	Monday, 19 May 2014

This timetable is indicative only, and subject to change. Qube reserves the right to alter the above dates at its discretion and without notice to you, subject to the ASX Listing Rules and the Corporations Act.

5) How much can I invest under the SPP?

You may apply for shares under the SPP up to a maximum amount of A\$15,000 worth of Qube shares at the Issue Price. You may apply to acquire A\$1,000, A\$2,000, A\$5,000, A\$7,500, A\$10,000, or A\$15,000. Qube has the absolute discretion to scale back applications. Should this happen, the balance of any application monies that are not applied to acquire new shares under the SPP will be refunded to you, without interest except where the amount is less than A\$2.00 in which instance it will be retained by Qube or donated to charity.

6) What is the Issue Price?

The Issue Price is A\$2.12 per new share, which is the same price offered to investors under the Placement announced on 27 March 2014, and represents a discount of 4.9% discount to the closing price of Shares on 26 March 2014, the last trading day prior to the commencement of the Placement bookbuild.

7) What rights will the shares issued under the SPP have?

Shares issued as part of the SPP will rank equally in all respects with existing shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements from the date of issue.

8) What costs are associated with the SPP?

No brokerage, commissions or other transaction costs are payable by eligible shareholders in relation to the application for and the issue of, shares under the SPP.

9) Do I have to participate in the SPP?

Participation in the SPP is optional. If you do not wish to participate in the SPP, no action is required on your part. The offer under the SPP is non-renounceable. This means you cannot transfer your right to purchase shares under the SPP to anyone else.

10) What else do I need to consider?

This SPP is not financial advice and has been prepared without taking into account the objectives, financial situation or the needs of individuals. Before making an investment decision, you should consider the appropriateness of the information having regard to your own objectives, financial situation and needs and seek such legal, financial and/or taxation advice as necessary or appropriate. A cooling-off regime does not apply in relation to the acquisition of shares under the SPP.

You are encouraged to read the SPP booklet carefully and in its entirety before making a decision on whether to participate in the SPP. You should be aware that the future market price of the shares is uncertain and may rise or fall between now and the time shares are issued to you under the SPP. This means you are accepting the risk that the price you pay for shares under the SPP may be either higher or lower than the share price trading on the ASX at the time shares are issued to you under the SPP.

11) What do I do if I receive more than one Application Form?

Eligible shareholders who receive more than one Application Form under the SPP, for example, because they hold Qube shares in more than one capacity, may apply on different Application Forms for shares but may not apply for shares with an aggregate dollar amount exceeding A\$15,000.

12) How are refunds paid?

Refunds pursuant to the SPP may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made. If a refund is made, payment will be made in the same manner that Qube's dividends are paid. This may be either by direct deposit to a bank account or by cheque, according to your instructions held by Qube's registry, Computershare Investor Services Pty Limited, at the time the payment is made. You can change your payment instructions by calling Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Refunds will be made as soon as practical after the SPP closes.

13) How do I apply?

Option 1: Pay by BPAY

You can make a payment by BPay®. To do this, you must use the Reference Number shown on the Application Form. If you make your payment with BPay® you do not need to return your Application

Form. You will not be able to withdraw or revoke your application or BPay® payment once you have submitted it or made it or change the amount of shares you have applied for.

Option 2: Use the enclosed Application Form

You can complete the Application Form, attach a cheque, bank draft or money order and submit your application in accordance with the instructions on the Application Form. Cheques, bank drafts and money orders should be made payable to "Qube Holdings Limited" and crossed "Not Negotiable".

Payments must be made in Australian dollars.

Application Forms together with application monies equal to the number of shares you wish to acquire should be submitted in the reply paid envelope enclosed to:

Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001

All payments and applications must be received no later than 5.00pm Sydney time on Friday, 9 May 2014.

SPP TERMS AND CONDITIONS

Important Notice

The offer to purchase shares under the SPP is not a recommendation to acquire shares. If you are in any doubt about the SPP, you should consider obtaining professional financial and / or taxation advice to assist you in determining whether or not and the extent to which, you wish to participate in the SPP (taking into account your own financial situation, needs and objectives). Nothing in these terms and conditions (**SPP Terms and Conditions**), the SPP application form (**Application Form**) or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the SPP. If you apply to participate in the SPP by making a BPAY® payment or completing and returning the Application Form with a cheque, bank draft or money order, you are accepting the risk that the market price of the shares may change. This means it is possible that, between the time you make your application and up to or after the issue date, you may be able to buy shares at a lower price than the issue price. No cooling-off regime applies in relation to the acquisition of Qube shares under the SPP.

1) Eligible shareholders

- a) Subject to clauses 1(c) to 1(j), all persons registered as holders of fully paid ordinary shares in Qube at 7.00pm (Sydney time) on Wednesday, 26 March 2014 (**Record Date**), whose registered address in the register is in Australia or New Zealand may participate in the SPP (**Eligible Shareholders**).
Qube has determined that it is not practical for holders of shares with registered addresses in other jurisdictions to participate in the SPP.
- b) Directors and employees of Qube who hold shares may be Eligible Shareholders.
- c) Shareholders who hold Shares on behalf of persons who reside outside Australia or New Zealand, are in the United States, or are acting for the account or benefit of a person in the United States are not entitled to participate in the SPP on behalf of those persons. A trustee, nominee or custodian must not participate in the SPP on behalf of, nor distribute this document or any other document relating to the SPP to, any person in the United States. The shares to be issued under this SPP have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state or other jurisdiction of the United States. Accordingly, Shareholders who are located in the United States or are acting for the account or benefit of a person in the United States are not Eligible Shareholders entitled to participate in the SPP.
- d) To the extent that you hold shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any application complies with all applicable foreign laws. You must not distribute any documents relating to the SPP to any person in the United States. Consistent with the representations, warranties and acknowledgements contained in clause 3 and the Application Form included with these SPP Terms and Conditions, you may not submit any completed Application Forms for any person in the United States or who is acting for the account or benefit of a person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.
- e) Shareholders who are joint holders of shares are taken to be a single registered holder of shares for the purposes of determining whether they are an Eligible Shareholder, and the certification under clause 3(a)(v) by one joint holder will be effective in respect of the other joint holder(s).

- f) If you are a custodian (as defined in Australian Securities and Investments Commission (“**ASIC**”) Class Order CO 09/425), you may apply for up to A\$15,000 worth of shares for each beneficiary subject to you annexing to your Application Form a certificate addressed to Qube with the following information:
- i) confirmation of either or both of the following:
 - (1) that you hold shares on behalf of one or more other persons (each a **participating beneficiary**) that are not custodians; or
 - (2) that another custodian (**downstream custodian**) holds beneficial interests in shares on behalf of one or more other persons (each a **participating beneficiary**), and you hold the Shares to which those beneficial interests relate on behalf of the downstream custodian or another custodian;
 - ii) confirmation that each participating beneficiary has subsequently instructed the following persons:
 - (1) where paragraph 1(f)(i)(1) above applies – you; or
 - (2) where paragraph 1(f)(i)(2) above applies – the downstream custodian, to apply for shares on their behalf under the SPP;
 - iii) the number of participating beneficiaries and their names and addresses;
 - iv) in respect of each participating beneficiary:
 - (1) where paragraph 1(f)(i)(1) above applies – the number of shares that you hold on their behalf; or
 - (2) where paragraph 1(f)(i)(2) above applies – the number of Shares to which the beneficial interests relate;
 - v) in respect of each participating beneficiary:
 - (1) where paragraph 1(f)(i)(1) above applies – the number or the dollar amount of Shares they have instructed you to apply for on their behalf; or
 - (2) where paragraph 1(f)(i)(2) above applies – the number or the dollar amount of Shares they have instructed the downstream custodian to apply for on their behalf;
 - vi) confirming that there are no participating beneficiaries in respect of which the total of the application price for the following exceeds A\$15,000:
 - (1) the shares applied for by you under the SPP in accordance with the instructions referred to in 1(f)(v) above; and
 - (2) any other shares issued to you in the 12 months before the application as a result of an instruction given by them to you or the downstream custodian to apply for shares on their behalf under an arrangement similar to the SPP;
 - vii) confirmation that a copy of these SPP Terms and Conditions was given to each participating beneficiary; and
 - viii) where paragraph 1(f)(i)(2) above applies – the name and address of each custodian who holds beneficial interests in Qube's Shares held by you in relation to each participating beneficiary, (**Custodian Certificate**)

- g) If you hold Shares as a trustee or nominee for another person, but are not a custodian as defined in ASIC Class Order CO 09/425, you cannot participate for beneficiaries in the manner described above. In this case, the rules in clause 2(b) apply.
- h) Custodians wishing to participate on behalf of a beneficiary or beneficiaries must provide the certifications required by ASIC Class Order CO 09/425 and should contact the registry on the Offer Information Line to request a Custodian Certificate that contains these certifications and other details required to be provided by the Custodian.
- i) If you are an Eligible Shareholder, your rights under this offer are personal to you and are non-renounceable, which means you cannot transfer your rights to another person.

2) Applying for Shares

- a) Participation in the SPP is optional. Eligible Shareholders may apply to purchase a parcel of shares with a dollar amount of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000. If you are an Eligible Shareholder and wish to participate in the SPP, you must follow the instructions on the Application Form and:
 - i) make payment by BPAY® equivalent to the dollar amount of the parcel of shares you wish to apply for (including providing the unique identification number provided to you for the purposes of the SPP only) (**Electronic Application**); or
 - ii) complete the Application Form and provide a cheque, bank draft or money order made payable to "Qube Holdings Limited" and crossed "Not Negotiable". Payments must be made in Australian dollars. Please ensure that sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. (**Written Application**), so that it is received by the registry by 5.00pm (Sydney time) on Friday, 9 May 2014 (the **Closing Date**). Payments must be in Australian dollars.

If Qube receives an amount that is not equal to \$1,000, \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000, Qube will round down the dollar amount of shares that you are applying for to the next lowest parcel. If Qube receives less than A\$1,000, Qube will reject your application and refund your application monies that are not used to purchase shares, without interest, as soon as practicable following the issue of shares.

If you make an Electronic Application, in applying for shares, you represent to Qube that the total of the application price for the following does not exceed A\$15,000:

- (1) the shares the subject of the application;
- (2) any other shares in the class applied for under the SPP or any shares in the class issued under a similar arrangement in the 12 months before the application;
- (3) any other shares in the class which you have instructed a custodian to acquire on your behalf under the SPP; and
- (4) any other shares in the class issued to a custodian under an arrangement similar to the SPP in the 12 months before the application as a result of an instruction given by you to the custodian or another custodian and which resulted in you holding beneficial interests in the shares, noting that Qube has not conducted a similar arrangement in the preceding 12 months.

- b) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold shares in more than one capacity) may apply on different Application Forms for shares but may not apply for shares with an aggregate dollar amount of more than A\$15,000.
- c) Qube may accept or reject your application for shares at its discretion. Qube may reject your application in the following circumstances (among others):
 - i) your Application Form is incorrectly completed, incomplete or otherwise determined by Qube to be invalid;
 - ii) you have applied for shares with a total application price of less than A\$1,000;
 - iii) your cheque is dishonoured or the cheque, bank draft or money order that you enclose with your Application Form is not made out for the amount corresponding to the value of the parcel of shares you have applied for;
 - iv) your BPAY® payment is incomplete or invalid;
 - v) it appears that you are applying to acquire Shares with an aggregate application price in excess of A\$15,000;
 - vi) you are a custodian and you have not provided the required Custodian Certificate;
 - vii) your Application Form or BPAY® payment is received after the Closing Date. Late payments will be refunded, without interest, as soon as practicable following the issue of shares; or
 - viii) Qube believes you are not an Eligible Shareholder (subject to compliance with any applicable ASIC or ASX Limited (**ASX**) requirements).
- d) References in this SPP Booklet to \$ should be read as Australian dollars.

3) Effect of Making an Application

- a) If you make an Electronic Application or Written Application, by making that Electronic Application or Written Application:
 - i) you have read and accepted these SPP Terms and Conditions in full and you declare that all details and statements in your Application Form are true and complete and not misleading;
 - ii) you acknowledge that you are an Eligible Shareholder using the unique identifier provided to you for purposes of the SPP only;
 - iii) you irrevocably and unconditionally agree to these SPP Terms and Conditions and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
 - iv) you acknowledge your application is irrevocable and unconditional and cannot be varied;
 - v) you certify that the total of the application price for the following does not exceed A\$15,000:
 - (1) the shares the subject of your application;
 - (2) any other shares in the class you applied for under the SPP or any shares in the class issued under a similar arrangement in the 12 months before the application;
 - (3) any other shares in the class which you have instructed a custodian to acquire on your behalf under the SPP; and

- (4) any other shares in the class issued to a custodian under an arrangement similar to the SPP in the 12 months before the application as a result of an instruction given by you to the custodian or another custodian and which resulted in you holding beneficial interests in the shares.
 - vi) you, and each person for whose account or benefit you are acting, are not in the United States and you are not acting for the account or benefit of a person in the United States;
 - vii) you acknowledge that the shares have not, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the shares may not be offered, sold or resold in the United States;
 - viii) you represent that you have not, and you agree that you will not, send any materials relating to the SPP to any person in the United States; or to any person acting for the account or benefit of a person in the United States;
 - ix) you accept the risk associated with any refund that may be dispatched to your address or to your nominated bank account as shown on the Qube register;
 - x) you are responsible for any dishonour fees or other costs Qube may incur in presenting a cheque for payment that is dishonoured;
 - xi) you acknowledge that no interest will be paid on any application monies held pending the issue of the shares or subsequently returned to you for any reason;
 - xii) you acknowledge that you have not been provided with investment advice or financial product advice by Qube or the registry and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in the SPP; and
 - xiii) you acknowledge that Qube is not liable for any exercise of its discretions referred to in these SPP Terms and Conditions.
- b) In addition, if you make a Written Application, by making that Written Application:
- i) you authorise Qube to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor detail; and
 - ii) you acknowledge that Qube may determine that your Application Form is valid, in accordance with these SPP Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective.

4) Price of shares under the SPP

- a) The Issue Price is A\$2.12 per new share, which is the same price offered to investors under the Placement announced on 27 March 2014, and represents a discount of 4.9% discount to the closing price of Shares on 26 March 2014, the last trading day prior to the commencement of the Placement Bookbuild.
- b) You agree to pay the Issue Price per share for the number of shares calculated under clause 2(a) or, if there is a Scale back (as defined below), the number of shares calculated under clause 6.
- c) You acknowledge the risk that the market price of shares may change (i.e. rise or fall) between the date of this offer and the date the shares are issued to you under the SPP (**Issue Date**) which may mean that the Issue Price you pay for the shares may exceed or be less than the market price of the shares on the Issue Date.

5) Ranking of shares

Shares issued under the SPP will rank equally in all respects with existing shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements.

6) Scale back

- a) Qube may in its absolute discretion allocate to you less than the number of shares you have applied for (**Scale back**). If there is a Scale back, Qube may in its absolute discretion determine to apply the Scale back to the extent and in the manner that it sees fit.
- b) If there is a Scale back, you may receive less than the parcel of shares for which you applied. If a Scale back produces a fractional number of shares when applied to your parcel, the number of new shares you will be allocated will be rounded down to the nearest whole number of new shares.
- c) In the event of a Scale back, the difference between the application monies received, and the number of new shares allocated to you multiplied by the Issue Price, will be refunded to you in the same manner as your Qube dividends are paid to you.

7) Costs of Participation

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and the issue of, shares under the SPP.

8) Timetable

Record Date	Wednesday, 26 March 2014
SPP opens	Friday, 4 April 2014
SPP closes	Friday, 9 May 2014
SPP Issue date	Friday, 16 May 2014
Despatch of SPP holding statements	Monday, 19 May 2014
Quotation of new shares on ASX	Monday, 19 May 2014

Qube may vary any of the above dates at its discretion (even if the offer has opened, or BPAY or Application Forms have been received) by lodging a revised timetable with the ASX.

9) Compliance

The offer of shares under the SPP is made in accordance with the requirements of ASIC Class Orders CO 05/26 (as amended), CO 09/425 (as amended) and the *Securities Act (Overseas Companies) Exemption Notice 2013*.

10) Dispute Resolution

Qube may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP and the decision of Qube will be conclusive and binding on all participants and other persons to whom the determination relates.

11) Waiver, amendment, suspension and withdrawal

Qube may, at its discretion, waive compliance with any provision of these SPP Terms and Conditions, amend or vary these SPP Terms and Conditions, or suspend or withdraw the offer at any time. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where Qube does not notify you of the event.

12) No Underwriting

The SPP will not be underwritten.

13) Governing Law

These SPP Terms and Conditions are governed by the laws in force in New South Wales.

14) Privacy Policy

- a) Chapter 2C of the *Corporations Act 2001* requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. This information must continue to be included in the public register if you cease to be a shareholder. The *Privacy Amendment (Private Sector) Act 2000* does not alter these statutory obligations.
- b) Qube and Computershare Investor Services Pty Limited may collect personal information to process your application and implement the SPP, and to administer your shareholding.
- c) The personal information contained on the Qube register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the *Corporations Act 2001*.
- d) The personal information we collect may include your name, address, other contact details, bank account details and details of your Qube shareholdings.
- e) Qube shareholders who are individuals and the other individuals in respect of whom personal information is collected, as outlined above, have certain rights to access, correct or update the personal information held about them, subject to some exceptions allowed by law. Such individuals should contact Computershare Investor Services Pty Limited in writing; The Privacy Officer, Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnson Street, Abbotsford VIC 3067 or by email privacy@computershare.com.au in the first instance if they wish to request access to that personal information. Reasons will be given if access is denied.
- f) Your personal information may be disclosed to joint investors, registry, to securities brokers, to third party service providers (including print and mail service providers, technology providers, and professional advisers), to related entities of Qube and each of their agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom we will disclose your personal information may be located overseas.
- g) The main consequence of not providing the personal information outlined in clauses 14 (a) to 14 (d) above would be that Qube may be hindered in, or prevented from, processing your application, and from conducting and implementing the SPP.
- h) Computershare Investor Services Pty Limited's privacy policy is available on their website: www.computershare.com.au.

15) Other Terms and Conditions

Shareholders will be bound by the constitutions of Qube and these SPP Terms and Conditions by accepting the offer to acquire shares under the SPP.

CORPORATE DIRECTORY

Directors

Chris Corrigan (Chairman)

Sam Kaplan (Deputy Chairman)

Maurice James (Managing Director)

Ross Burney

Allan Davies

Peter Dexter

Robert Dove

Alan Miles

Age Holm (Alternate Director to Peter Dexter)

Yoshiaki Kato (Alternate Director to Alan Miles)

Simon Moore (Alternate Director to Robert Dove)

Company Secretary

William Hara

Principal registered office in Australia

Level 22, 44 Market Street

Sydney NSW 2000

Telephone: 9080 1900

Security exchange listings

Qube Holdings Limited shares are listed on the Australian Securities Exchange (ASX).

Website address

www.qube.com.au

Share registry

Computershare Investor Services Pty Limited

Level 4

60 Carrington Street

Sydney NSW 2000

Telephone: (Australia) 1300 850 505

(Overseas) +61 3 9415 4000



For all enquiries:

Phone:



(within Australia) 1300 850 505

(outside Australia) 61 3 9415 4000



┌ 000001 000 QUB
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:



See over for details of the Offer and how to make your payment

Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (Sydney time) Friday, 9 May 2014**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Qube Holdings Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Qube Holdings Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by submitting the slip below you certify that the aggregate of the application price paid by you for:

- the shares the subject of the slip below; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the slip below does not exceed A\$15,000.

Qube Holdings Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Qube Holdings Limited will be conclusive and binding on all eligible shareholders and other persons to whom the determination relates. Qube Holdings Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all eligible shareholders even where Qube Holdings Limited does not notify you of that event.

Step 1: Registration Name

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Note that shares may be purchased in parcels of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000 subject to purchase of the minimum value and not exceeding the maximum value. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque or bank draft payable in Australian dollars to "**Qube Holdings Limited**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the slip below as indicated. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Qube Holdings Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (Sydney time) Friday, 9 May 2014

Share Purchase Plan Application Form

X 9999999991

I ND

STEP 1

Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Record date: **Wednesday, 26 March 2014**

Minimum value available to purchase: **\$1,000**

Maximum value available to purchase: **\$15,000**

STEP 2

Make Your Payment



Billers Code: 99999
Ref No: 1234 5678 9123 4567 89

Pay by Mail:



Make your cheque, money order or bank draft payable to "**Qube Holdings Limited**".
Return your cheque with the below slip to:

Contact your financial institution to make your payment from your cheque or savings account.

Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Lodgement of Acceptance

If you are applying for shares and your payment is being made by BPAY®, you do not need to return the slip below. Your payment must be received by no later than 5:00pm (Sydney time) on Friday, 9 May 2014. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Qube Holdings Limited accepts any responsibility for loss incurred through incorrectly completed BPAY® payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY® are received by this time.

If you are paying by cheque, bank draft or money order the slip below must be received by CIS by no later than 5:00pm (Sydney time) on Friday, 9 May 2014. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the slip below with cheque attached. Neither CIS nor the Company accepts any responsibility if you lodge the slip below at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by Computershare Investor Services Pty Limited (CIS) as registrar for the securities issuer (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS using the details provided above or email privacy@computershare.com.au

Detach here -----

Purchase Details for Qube Holdings Limited (choose one option)

\$1,000 worth of securities OR \$2,500 worth of securities OR \$5,000 worth of securities
 \$7,500 worth of securities OR \$10,000 worth of securities OR \$15,000 worth of securities



Entitlement No: 12345678

Payment must be received by 5:00pm (Sydney time) Friday, 9 May 2014

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name _____ Daytime Telephone _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$

123456789123456789+000000001-3051+14