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The QUBE logo consists of the word "QUBE" in a bold, yellow, sans-serif font, set against a dark grey rectangular background.

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ASX Announcement

Qube Consortium's Revised Proposal for Asciano determined to be superior to Brookfield proposal

- Qube Consortium makes Revised Proposal of \$7.04 cash plus 1 Qube share per Asciano share
- The Asciano Board has determined that the Qube Consortium Revised Proposal is a superior proposal
- Asciano Board has triggered the matching right process under the Brookfield Bid Implementation Deed
- Qube Consortium will continue to work with the Asciano Board to facilitate the implementation of its Revised Proposal, which is conditional and dependant on Brookfield not exercising its matching right, and the signing of the Qube Consortium implementation deed and sale agreements.

Qube Holdings Limited ("Qube"), Global Infrastructure Management, LLC (on behalf of itself and its managed funds and clients) ("GIP"), Canada Pension Plan Investment Board ("CPPIB") and CIC Capital Corporation ("CIC Capital") (collectively the "Qube Consortium") is pleased to announce that the Board of Asciano Limited ("Asciano") has determined that the Qube Consortium's Revised Proposal is superior to the proposal from Brookfield Infrastructure Partners ("Brookfield") and has commenced the matching right process under the Brookfield Bid Implementation Deed.

"The Asciano Board's determination that the Qube Consortium's Revised Proposal is superior is a welcome development and we look forward to working with the Asciano Board on all aspects of our proposal," said Mr Maurice James, Managing Director of Qube.

Since the announcement of the submission of its proposal on 28 January 2016, the Qube Consortium has continued to engage with Asciano in relation to the merits of the proposed transaction. Accordingly, the Qube Consortium submitted a revised conditional proposal to Asciano, consisting of A\$7.04 cash and 1 Qube Share per Asciano share (the "Revised Proposal"). The Revised Proposal has an implied value of A\$9.24 per Asciano share, based on Qube's last closing price of A\$2.20 on 5 February 2016.

In part recognition of the expected cash generation by Asciano in the period prior to close of any takeover offer, the Qube Consortium has agreed to an A\$0.07 increase to the consideration proposed in its letter on 28 January 2016. Other key terms of the Revised Proposal are consistent with those previously outlined to the market and are further summarised in the ASX announcement by Asciano attached to this release.

The Asciano Board has determined that the Qube Consortium's Revised Proposal is a superior proposal to the Brookfield proposal and has agreed the form of a bid implementation deed and sale agreements in relation to the sale of the Ports Businesses and BAPS Businesses. Entry into these documents remains subject to the matching right process under the Brookfield Bid Implementation Deed, further details of which are set out in Asciano's ASX release. The matching right period will conclude at the end of Monday, 15 February 2016.

As the Revised Proposal remains conditional and dependent on Brookfield not exercising its matching right, and the signing of the Qube Consortium implementation deed and sale agreements, it should not be regarded as a proposal to make a takeover bid for the purposes of section 631 of the Corporations Act.

As previously announced, Qube believes that a combination with Asciano's Ports Businesses would be transformational for the company. The combination creates significant opportunities for productivity improvement and innovation across the Australian logistics and transportation sector, delivering substantial value for Qube shareholders as well as the broader logistics chain. Today's endorsement by the Asciano Board represents a significant step forward in relation to achieving this goal.

Qube believes that combining Asciano's Ports Businesses with Qube under a single ownership and management structure will generate significant benefits from synergies and business improvement projects over two to three years, producing double digit EPS accretion¹ to Qube on an FY15 pro forma basis. Qube believes there is potential for substantial additional value creation from longer term supply chain efficiencies. The Qube equity component within the Revised Proposal provides Asciano shareholders with participation in this future upside of the combination of Qube with Asciano's Ports Businesses and direct exposure to benefits of Qube strategy and management.

Qube will continue to keep the market informed of any further material developments.

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¹ Pro forma EPS accretion calculated before the impact of amortisation of identifiable intangibles, based on FY2015 underlying earnings for Qube and the Ports businesses, includes the full run rate impact of synergies based on Qube management's estimates, assumes funding comprising A\$1.8 billion of Qube equity with the remainder funded through debt, A\$100 million of one off transaction costs, and assumes the BAPS assets are divested for A\$850 million (i.e. no gain or loss on divestment to Qube).