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**ASX and Media Announcement**

12 December 2011

**Successful Completion of Placement to Support Growth**

Qube Logistics Holdings Limited (**Qube**) today announced that it has completed a placement to raise \$85 million (before costs) through the issue of 63,909,774 shares at a price of \$1.33 per share, a discount of approximately 6.3% to the closing price of Qube shares on the ASX on Friday 9 December 2011.

Qube is negotiating several acquisitions and investments across its three divisions. While there is no certainty that any of these transactions will proceed, the proceeds from the capital raising will further strengthen Qube's financial position and ability to pursue these acquisition opportunities.

Qube is also in the process of negotiating additional debt facilities to supplement its funding capacity for these transactions.

Further information on these transactions will be provided upon binding agreements (if any) being reached.

Carlyle Infrastructure Partners (**CIP**) subscribed for \$50 million of the placement and a range of institutional investors subscribed for the balance. Following the completion of the placement, CIP's relevant interest in Qube will increase to approximately 14.8%. The placement shares are expected to be issued on 16 December 2011. An Appendix 3B for the placement is attached.

UBS AG Australia Branch acted as placement agent on the placement to investors other than CIP. Total expenses of the offer were approximately 1.5% of the amount raised inclusive of a commitment fee of \$900,000 payable to Carlyle Investment Management LLC.

Maurice James, Qube's Managing Director said "We are very pleased with the support shown by CIP and the other investors for the capital raising, particularly given the continued volatility in global and domestic equity markets. There are a number of opportunities presently being progressed by Qube and the additional funding will enhance Qube's ability to undertake suitable transactions that meet our investment criteria".

### **Agreement Reached to Increase Ownership of POTA to 100%**

Qube also announced that it has reached agreement with the minority management shareholders in POTA Holdings Pty Limited (**POTA**) to acquire its shareholding in POTA thereby enabling Qube to increase its shareholding in POTA from approximately 94.7% to 100.0%. POTA is the business that forms Qube's Landside Logistics division.

The consideration payable is approximately \$21.4 million and will be paid through the issue of around 15.85 million Qube shares at an issue price of \$1.35 per share. Seventy five percent of these shares will be subject to an escrow period to 30 November 2014 (subject to certain exceptions).

"We are pleased to have reached agreement with the management shareholders in POTA. The transaction simplifies Qube's ownership of the operating business while ensuring continued alignment between Qube and the senior management of the business, whom we believe are amongst the most experienced managers in the logistics sector in Australia", Mr James said.

The transaction is expected to be completed by 31 December 2011. An Appendix 3B for the issue is attached.

#### **Further enquiries:**

##### **Media**

Dan Blyde

0400 001915

##### **Investors**

Paul Lewis

+612 9080 1903

The offer and sale of the shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States, and the shares may not be offered, sold, pledged or otherwise transferred without registration under the Securities Act or unless the shares are offered, sold, pledged, transferred or otherwise disposed of in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and the securities laws of any state or any other jurisdiction in the United States.

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Qube Logistics Holdings Limited

ABN

ABN 14 149 723 053

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- 1 +Class of +securities issued or to be issued

Ordinary Shares

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

63,909,774

- 3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

Fully paid ordinary shares

<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>New shares will rank pari passu with existing shares from date of issue</p>				
<p>5 Issue price or consideration</p>	<p>\$1.33 per share</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To further strengthen Qube's financial position and ability to pursue acquisition opportunities.</p>				
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>16 December 2011</p>				
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="687 1301 991 1339">Number</th> <th data-bbox="995 1301 1287 1339"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="687 1346 991 1467">873,556,430</td> <td data-bbox="995 1346 1287 1467">Ordinary shares</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	873,556,430	Ordinary shares
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Number	<sup>+</sup> Class				
-					
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>New shares will participate in dividends from date of issue</p>				

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the <sup>+</sup> securities will be offered	N/A
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	N/A
15	<sup>+</sup> Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A

23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	N/A
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Despatch date	N/A

### Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37  A copy of any trust deed for the additional +securities

#### Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

N/A

39 Class of +securities for which quotation is sought

N/A

40 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

N/A

	Number	<sup>+</sup> Class
42 Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 38)	N/A	N/A



## Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

  
.....  
(Secretary –  
Qube Logistics Holdings Limited)

Date: 12 December 2011

Print name: Paul Lewis

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|---|--|----------------------------|
| 1 | +Class of +securities issued or to be issued   | Ordinary Shares            |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 15,848,214                 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares |

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- 5 Issue price or consideration
- \$1.35 per share
- 6 Purpose of the issue  
(If issued as consideration for the acquisition of assets, clearly identify those assets)
- As consideration to acquire interests in POTA Holdings Pty Limited.
- 7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates
- By 31 December 2011
- |   | Number      | <sup>+</sup> Class |
|---|-------------|--------------------|
| 8 Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 2 if applicable)     | 889,404,644 | Ordinary shares    |
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1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

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N/A

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Number	<sup>+</sup> Class
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Sign here:

  
.....  
(Secretary –  
Qube Logistics Holdings Limited)

Date: 12 December 2011

Print name: Paul Lewis

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