

**Form 604  
Corporations Act 2001  
Section 671B**

**Notice of change of interests of substantial holder**

To Company Name/Scheme Chalmers Limited (**Chalmers**)

ACN/ARSN ACN 004 471 032

**1. Details of substantial holder (1)**

Name Qube Logistics (Aust) Pty Ltd (ACN 123 003 930) (**Qube BidCo**), Qube Holdings Limited (ACN 149 723 053) (**Qube**) and each of Qube's subsidiaries including those listed in Annexure "B" as updated from time to time and available from Qube on request (each Qube subsidiary being a **Qube Group Company** and together the **Qube Group Companies**).

ACN/ARSN (if applicable) ACN 149 723 053

There was a change in the interests of the substantial holder on:

26/07/2019

The previous notice was given to the company on

26/07/2019

The previous notice was dated

26/07/2019

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares in Chalmers	6,710,245	88.13%	6,909,933	90.75%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure A	Qube Group Companies	Acquisition of relevant interests pursuant to acceptances of offers dated 8 July 2019 made under Qube's off-market takeover bid (through its wholly owned subsidiary Qube BidCo) for all the ordinary shares in Chalmers on the terms and conditions set out in the bidder's statement dated 1 July 2019 ( <b>Bidder's Statement</b> ) (the <b>Offer</b> ).	The Offer Consideration as set out in the Bidder's Statement.	See Annexure A	See Annexure A

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Qube BidCo	Chalmers shareholders to whom the Offer was made and who have accepted the Offer	Subject to the terms of the Offer, Qube BidCo	Relevant interest under s 608(1) and/or s 608(8) of the Corporations Act pursuant to acceptances of the Offer. The ordinary shares which are the subject of the acceptances have not yet been transferred into the name of Qube BidCo.  The power of Qube BidCo to vote or dispose of the ordinary shares that are the subject of acceptances of the Offer is qualified since the Offer has not been declared unconditional and Qube BidCo is not presently registered as the holder of the ordinary shares.	6,909,933 fully paid ordinary shares	90.75%
Qube Group Companies (other than Qube BidCo)	Chalmers shareholders to whom the Offer was made and who have accepted the Offer	Subject to the terms of the Offer, Qube BidCo	Relevant interest in the ordinary shares referred to in the 4th row of this table under s 608(3)(a) of the Corporations Act, being a relevant interest held through a body corporate in which the relevant entity's voting power is above 20%.	6,909,933 fully paid ordinary shares	90.75%

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
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**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Qube and each Qube Group Company	C-/ Level 27, 45 Clarence Street, Sydney, New South Wales, 2000.

**Signature**

print name      ADAM JACOBS      capacity      Secretary

sign here            date      29/07/2019

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## Annexure "A" to Form 604

This is Annexure "A" of 1 page referred to in Form 604 signed by me and dated 29 July 2019.



ADAM JACOBS

Director/~~Local~~**Secretary** for Qube Holdings Limited

### Details of changes in relevant interests pursuant to acceptances of the Offer

Date of change	Class and number of securities affected	Person's votes affected
26/07/2019	199,688 ordinary shares	199,688
<b>Total</b>	<b>199,688 fully paid ordinary shares</b>	199,688

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## Annexure "B" to Form 604

*This is Annexure "B" of 4 pages referred to in Form 604 signed by me and dated 29 July 2019.*



ADAM JACOBS

Director/~~Local~~**Secretary** for Qube Holdings Limited

Qube Terminals Pty Ltd  
Qube Employee Share Accumulation Plan Pty Ltd  
Qube Terminals Investments Pty Ltd  
Qube Property Management Services Pty Ltd  
Qube RE Services Pty Ltd  
Qube Properties Pty Ltd  
Qube Logistics Trust  
Qube Equity Ltd  
Qube Agri Investments Pty Ltd  
Qube Bulk Liquids Pty Ltd  
KIL Property Investments Pty Ltd  
KFM Property Logistics 1 Pty Ltd  
Minto Properties Pty Ltd  
Moorebank Industrial Property Trust  
KW Auto Logistics Pty Ltd  
K-NSS Pty Ltd  
Oversea & General Stevedoring Co Pty Ltd  
K-AA Terminals Pty Ltd  
P&O Wharf Management Pty Ltd  
Jingle SPV1 Pty Ltd  
Jingle SPV2 Pty Ltd  
Qube RE Services (No.2) Pty Ltd  
Qube MB Warehousing Pty Ltd  
Moorebank Industrial Hold Trust  
Moorebank Industrial Investment Trust  
Qube Moorebank Warehousing Trust  
Moorebank Industrial Warehouse Hold Trust  
Moorebank Industrial Warehouse Trust  
Moorebank Industrial Terminals Asset Hold Trust  
Moorebank Industrial Terminals Asset Trust  
Moorebank Industrial Terminals Operations Hold Trust

Moorebank Industrial Terminals Operations Trust  
Qube (AU) Moorebank Holding Pty Ltd  
Qube (AU) Moorebank Pty Ltd  
Qube (AU) Moorebank Investment Pty Ltd  
Qube (AU) Moorebank Unit Trust  
Qube (AU) Moorebank Intermodal Hold Trust  
Qube (AU) Moorebank Intermodal Trust  
Qube (AU) Moorebank Warehouse Hold Trust  
Qube (AU) Moorebank Warehouse Trust  
Qube (AU) Moorebank Warehouse Lot Hold Trust  
Qube (AU) Moorebank Terminals Assets Hold Trust  
Qube (AU) Moorebank Terminals Assets Trust  
Qube (AU) Moorebank Terminals Operations Hold Trust  
Qube (AU) Moorebank Terminals Operations Trust  
Australian Automotive Terminals Pty Ltd  
Australian Amalgamated Terminals Pty Ltd  
Beveridge Warehouse Holdings Pty Ltd  
Beveridge Warehouse Pty Ltd  
AAT Port Kembla Pty Ltd  
K-POAGS Pty Ltd  
KFM Logistics Investments 2 Pty Ltd  
Qube Ports Pty Ltd  
Qube Ports (No 1) Pty Ltd  
Qube Bulk Pty Ltd  
Qube Energy Pty Ltd  
Markhaven Pty Ltd  
Qube Defence Logistics Pty Ltd  
Stonecrest Enterprises Pty Ltd  
Giacci Holdings Pty Ltd  
Giacci Port Services Pty Ltd  
Giacci Limestone Pty Ltd  
Giacci Group Operations Pty Ltd  
Giacci SA Pty Ltd  
Giacci Bros. Pty Ltd  
Giacci Management Services Pty Ltd  
Giacci NT Pty Ltd  
Giacci Contracting Pty Ltd  
Jamlewin Enterprises Pty Ltd  
Beveridge Terminals Holdings Trust  
Beveridge Terminals Trust  
Qube Learning Pty Ltd

W Qube Port of Dampier Pty Ltd  
Beaumont Transport Pty Ltd  
BBH Services Pty Ltd  
Latot Pty Ltd  
Norsea Qube Logistics Pty Ltd  
Oztran Aust Pty Ltd  
Oztran Assets Pty Ltd  
Stanton Oztran Pty Ltd  
Australian Heavy Logistics Pty Ltd  
ISO Marshalling Pty Limited  
NZ Bidco Ltd  
ISO Ltd  
Marshalling Solutions LLC  
ISO Transport Limited  
ISO Logistics Limited  
ISO Warehousing Limited  
Beveridge Terminals Holdings Pty Ltd  
Beveridge Terminals Pty Ltd  
Qube International Pte Ltd  
Continental Freight Employees Unit Trust Qube Energy Sdn BHD  
K-POTA Pty Ltd  
Qube Logistics (Aust) Pty Ltd  
Qube Logistics (Qld) Pty Ltd  
Qube Logistics (Global) Pty Ltd  
Qube Logistics (NZ) Limited  
Qube Logistics (SB) Pty Ltd  
Qube Logistics (NSW) Pty Ltd  
Qube Logistics (QldT) Pty Ltd  
Qube Logistics (QldT1) Pty Ltd  
Qube Logistics (QldT2) Pty Ltd  
Qube Logistics (QldT3) Pty Ltd  
Qube Logistics (QldT4) Pty Ltd  
Qube Logistics (QldT5) Pty Ltd  
Qube Logistics (QldT6) Pty Ltd  
Qube Logistics (Vic) Pty Ltd  
Qube Logistics (WA) Pty Ltd  
Qube Logistics (WA1) Pty Ltd  
Qube Logistics (H&S) Pty Ltd  
Qube Logistics (Rail) Pty Ltd  
Qube Logistics (SA) Pty Ltd  
Qube Logistics (SA1) Pty Ltd

Macarthur Intermodal Shipping Terminal Pty Ltd  
Independent Railways of Australia Pty Ltd  
Independent Railroad of Australia Pty Ltd  
Beveridge Warehouse Holdings Trust  
Beveridge Warehouse Trust  
Rail Equipment Leasing Pty Ltd  
Bowport All Roads Transport Pty Ltd  
Indy Equipment Pty Ltd  
Qube Logistics (WA2) Pty Ltd  
Qube Logistics (SL) Pty Ltd  
D&J Holding Co Pty Ltd  
D&J Subsidiary Co Pty Ltd  
Maritime Container Services Pty Ltd  
Australian Grain Packers Pty Ltd  
Beveridge Property Management Services Pty Ltd  
Crane & Haulage Partners Holdings Limited  
C&H Acquisition Pty Ltd  
C&H Finance Pty Ltd  
C&H Employee Services Pty Ltd  
LCR HoldCo Pty Ltd  
LCR Finance Pty Ltd  
LB Consolidated Pty Ltd  
LCR Group Pty Ltd  
LCR PNG Ltd  
LPE Pty Ltd  
Canopus Pty Ltd  
LCR Holdings Group Pty Ltd  
LCR Properties Group  
LCR Mining Group Pty Ltd  
LCR Haulage Group Pty Ltd  
LCR Finance Trust  
LCR Properties Group Trust  
LCR Mining Group Trust  
LCR Haulage Group Trust

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