



QUBE HOLDINGS LIMITED
Investor Presentation: Entitlement Offer
30 April 2020

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The logo for QUBE, featuring the word "QUBE" in a bold, yellow, sans-serif font on a dark grey rectangular background.

This investor presentation (**Presentation**) has been prepared by Qube Holdings Limited (ACN 149 723 053) (**Qube**) and is dated 30 April 2020. This Presentation has been prepared in relation to a proposed capital raising comprising a fully underwritten pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of new fully paid ordinary shares in Qube (**New Shares**). The Entitlement Offer is to be made under section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by Australian Securities and Investments Commission (**ASIC**) Corporations (Non-Traditional Rights Issues) Instrument 2016/84. The Entitlement Offer will be made to: eligible institutional shareholders of Qube and other eligible institutional investors (**Institutional Entitlement Offer**); and eligible retail shareholders of Qube (**Retail Entitlement Offer**).

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This Presentation contains summary information about Qube and its subsidiaries (the **Group**) and their respective activities which is current as at the date of this Presentation. The information in this Presentation is of a general nature and does not purport to be complete, nor does it contain all the information which a prospective investor may require in evaluating a possible investment in Qube or that would be required in a prospectus, product disclosure statement or other disclosure document prepared in accordance with the requirements of the Corporations Act. This Presentation should be read in conjunction with Qube's other periodic and continuous disclosure announcements lodged with the ASX, which are available at www.asx.com.au.

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Not an offer

This Presentation is for information purposes only and is not a prospectus, disclosure document, product disclosure statement or other offering document under Australian law or any other law (and will not be lodged with ASIC). This Presentation is not and should not be considered an invitation or offer to acquire New Shares or any other financial products.

The Retail Entitlement Offer will be made on the basis of the information to be contained in the retail offer booklet to be prepared for eligible retail shareholders in Australia and New Zealand (Retail Offer Booklet), and made available following its lodgement with ASX. Any eligible retail shareholder in Australia and New Zealand who wishes to participate in the Retail Entitlement Offer should consider the Retail Offer Booklet before deciding whether to apply under the Retail Entitlement Offer. Anyone who wishes to apply for New Shares under the Retail Entitlement Offer will need to apply in accordance with the instructions contained in the Retail Offer Booklet and the entitlement and application form.

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An investment in New Shares is subject to known and unknown risks, some of which are beyond the control of the Group. Qube does not guarantee any particular rate of return or the performance of the Group, nor does it guarantee any particular tax treatment. Persons should have regard to the risk factors outlined in Appendix A of this Presentation.

Financial data

All references to dollar values, cents, \$, AUD, or A\$ in this Presentation are to Australian dollars (A\$), unless otherwise stated.

This Presentation contains certain financial information as at 31 December 2019, being:

- the historical consolidated balance sheet as at 31 December 2019 (the **Historical Financial Information**); and
- the pro forma consolidated balance sheet as at 31 December 2019 assuming completion of the Offer (net of Qube's associated after-tax transaction costs) (the **Pro Forma Historical Financial Information**).

The Historical Financial Information and the Pro Forma Historical Financial Information are collectively referred to as **Financial Information**. The Financial Information has been included in this Presentation in relation to the Entitlement Offer and should not be used for any other purpose.

The Historical Financial Information was derived from the consolidated financial statements of Qube for the half year ended 31 December 2019, which were reviewed by PricewaterhouseCoopers in accordance with Australian Auditing Standards, and on which an unqualified opinion was issued. The Historical Financial Information has been prepared using the recognition and measurement requirements of Australian Accounting Standards (AAS).

The Pro Forma Historical Financial Information has been derived from the historical consolidated balance sheet as at 31 December 2019, and adjusted for pro forma adjustments relating to the Offer less associated after-tax transaction costs as if they had occurred as at 31 December 2019. The Pro Forma Historical Financial Information has been prepared by Qube in accordance with the measurement and recognition requirements of AAS other than it includes adjustments which have been prepared in a manner consistent with AAS that reflect the impact of certain transactions as if they had occurred as at 31 December 2019.

The Financial Information is presented in an abbreviated form insofar as it does not include all the presentation and disclosures, statements or comparative information as required by the AAS, the International Financial Reporting Standards (including the interpretations of the International Financial Reporting Interpretations Committee) (IFRS) and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act. The Pro Forma Historical Financial Information provided in this presentation is for illustrative purposes only and is not represented as being indicative of Qube's views on its, nor anyone else's, future financial condition and/or performance.

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Effect of rounding

Several figures, amounts, percentages, estimates and calculations of value in this Presentation are subject to the effect of rounding.

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You are strongly cautioned not to place undue reliance on forward looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the outbreak of COVID-19. Any such statements, opinions and estimates in this Presentation speak only as of the date hereof and are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates. Forward looking statements are provided as a general guide only. The forward looking statements contained in this Presentation are not indications, guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of the Group, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Forward looking statements may also assume the success of Qube’s business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond Qube’s control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward looking statements may have been prepared or otherwise. Refer to the key risks in Appendix C of this Presentation for a non-exhaustive summary of certain key business, offer and general risk factors that may affect the Group.

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This Presentation contains a pro forma consolidated historical balance sheet. Past performance and pro forma historical financial information given in this Presentation is given for illustrative purposes only and should not be relied upon as (and is not) an indication of the Group’s views on its future financial performance or condition. Investors should note that past performance, including past share price performance, of Qube cannot be relied upon as an indicator of (and provides no guidance as to) future Qube performance including future share price performance. The historical financial information contained in this Presentation is, or is based on, information that has previously been released to the market.

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To the maximum extent permitted by law, you agree to release and indemnify Qube, the Underwriters and their respective advisers from and against all claims, actions, damages, remedies or other matters, whether in tort, contract or under law or otherwise, arising from or which may arise from or in connection with the provision of, or any purported reliance on, this Presentation and you covenant that no claim or allegations will be made against any of the them in relation to this Presentation.

You acknowledge and agree that determination and eligibility of investors for the purposes of all or any part of the Entitlement Offer is determined by reference to a number of several matters, including legal and regulatory requirements and the discretion of Qube and the Underwriters. You further acknowledge and agree that Qube and the Underwriters and their respective Beneficiaries exclude and expressly disclaim any duty or liability (including for negligence) in respect of the exercise of that discretion, to the maximum extent permitted by law.

The Underwriters may have interests in the securities of Qube, including by providing corporate advisory services to Qube. Further, the Underwriters may act as market maker or buy or sell those securities or associated derivatives as principal or agent. The Underwriters may receive fees for acting in their capacity as a lead manager and underwriter to the Entitlement Offer.

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Qube reserves the right to withdraw the Entitlement Offer or vary the timetable for the Entitlement Offer without notice. All references to time are to AEST, unless otherwise indicated.

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By attending or receiving this Presentation you acknowledge and agree that you understand the contents of this notice and that you agree to abide by its terms and conditions. By attending or receiving this Presentation you further agree, irrevocably and unconditionally, to submit to the non-exclusive jurisdiction of the courts of New South Wales, in respect of any disputes, actions, suits or proceedings arising out of, or relating to, this Presentation.

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1

Announcement of Entitlement Offer

- 1 for 6.35 fully underwritten accelerated non-renounceable pro rata Entitlement Offer to raise approximately \$500 million
- Provides additional balance sheet flexibility to continue to pursue growth opportunities, with over \$1,150 million⁽¹⁾ liquidity following the Entitlement Offer and other initiatives

2

Diversified business model remains resilient

- Continue to generate solid earnings and cash flow from diversified essential logistics activities
- Long term strategic growth priorities remain unchanged

3

Funding to support continued investment in the core business and growth opportunities

- Capital expenditure to support existing and new contracts and investment in strategic acquisitions
- Additional opportunities expected to arise in the current environment

4

Significant ongoing progress at Moorebank

- Continued momentum in leasing and development across Moorebank Logistics Park
- Terms of formal agreements have now been settled with a potential major tenant for a material part of Moorebank Precinct West. Agreement remains subject to its board approval and contractual exchange by the parties, both of which are expected to occur in due course

Notes:

1. Liquidity as 31 March 2020 taking into account pro-forma adjustments for the Entitlement Offer, \$200 million of additional liquidity facilities from existing lenders, which are being progressed through final credit approvals and/or documentation and net of the FY20 interim dividend.

Strong track record of delivering growth in its core businesses and through acquisitions

Overview

- Qube continues to win new business within the Operating Division and expand the scope of services provided to existing customers
- A core component of Qube's strategy is growth through acquisition of complementary businesses at attractive risk-adjusted returns
- In addition, Qube has integrated recent acquisitions into its business and is delivering on synergies and operational benefits from those transactions
- Qube's platform also provides opportunities to expand strategic ownership of assets, including through growth capex
- These investments enhance the diversification and capabilities of Qube's operations, and provide a platform for continued long term earnings growth

Recent contract wins requiring growth capex



- Contract with BlueScope Steel to provide interstate steel train services and intermodal terminal operations at Qube's North Dynon facility in Melbourne



- Contract with Shell Australia to provide supply base management, as well as various other logistics services



- Contract with BHP Nickel West which includes the construction and maintenance of a haul road and the provision of nickel ore haulage services

Recent strategic acquisitions



- Acquisition of the remaining 52.8% interest in Quattro Grain JV Qube did not previously own



- Acquisition of New Zealand based NFA Holdings provides Qube with additional geographic diversification, increased scale in its forestry operations and adds capabilities and equipment



- Acquisition of Chalmers to further develop Qube's logistics business in both Victoria and Queensland



- Acquisition of LCR Group provides Qube with the ability to deliver enhanced mining and industrial services to its existing and future customers

3 ONGOING PROGRESS AT MOOREBANK

QUBE

Continued momentum in leasing and development. Significant upcoming tenancy milestones, with property partnering / monetisation initiative also progressing

Key recent milestones

- Train services commenced at IMEX terminal
- Commencement of tenant operations including Target distribution centre and Caesarstone (in Warehouse 3)
- One of the largest single rooftop solar panel installations in Australia on the roof of the Target DC – now providing power to tenants
- Progress with potential tenants for Warehouse 4 and the remaining space available in Warehouse 3. Agreement for Lease under final negotiation for Warehouse 4B with ATS Building Products Pty Limited (ATS) and occupancy expected in May 2020

Significant potential new tenant

- As an update on Qube's ASX disclosure of 25 February and 6 April, terms of formal agreements have been settled with a potential major tenant for a material part of Moorebank Precinct West but the agreement remains subject to its board approval and contractual exchange, both of which are expected to occur in due course
- Potential marquee tenant would represent a key milestone for Moorebank and confirm the significant logistics benefits of the site
- Expected to drive additional tenant interest in Moorebank and accelerated growth in warehousing

Property partnering / monetisation process

- Ongoing assessment of funding and ownership options for Moorebank and other property assets to realise some of the substantial value created and reduce Qube's future funding requirements
- Indicative offers received from high quality group of bidders / partners
- Shortlisted group of parties progressing in the second stage of the process and may accelerate the process for fully leased Minto Properties



3 ONGOING PROGRESS AT MOOREBANK

Continued development and leasing momentum. Significant upcoming tenancy milestones, with property partnering / monetisation initiative also progressing

QUBE

Moorebank Today



Near term impacts associated with COVID-19 being experienced in several of Qube's markets, however diversified business model remains resilient and investment in long term strategic growth priorities remains unchanged

Performance in period to 31 March 2020	• Bulk activities: continue to experience normal volumes with minimal disruptions or slowdowns • Forestry logistics activities: have also experienced solid volumes although was slightly impacted by the one month closure of forestry operations in New Zealand • Oil and gas activities: steady, due to ramp up of the new Shell contract and weighting of Qube's exposure to established operating facilities • Qube and Patrick container volumes: weaker reflecting the general slowdown in economic activity in Australia (prior to the COVID-19 pandemic), impact of manufacturing and port closures in China (particularly in February 2020), and global supply chain disruptions • Other products including vehicles, bulk (e.g. cement, fertilisers) and general cargo have been weaker
Outlook	• Presently expected that the majority of Qube's operations will continue, but changes to government measures that may impact Qube's operations are outside of Qube's control • Due to continued uncertainty and impact of the COVID-19 pandemic, Qube presently expects a decrease in volumes in several of its markets • Qube is not in a position to provide an earnings outlook for FY20 to the market at this time
Operational responses to COVID-19 implemented	• Working with customer base to ensure continued reliable delivery of key services and business continuity plans in place • Immediate reduction in costs including significant reductions in fixed remuneration of Management and Board from 1 April to 30 June 2020. Plans are also being implemented to reduce costs further in FY21 commensurate with the downturn in activity levels • Prioritising strategic accretive capex

The Offer will provide additional balance sheet flexibility to continue to pursue growth opportunities

Sources of funds	\$m
Pro rata non-renounceable Entitlement Offer	500.0
Total	500.0

Uses of funds	\$m
Balance sheet flexibility to pursue future growth opportunities	490.5
Offer costs and fees	9.5
Total	500.0

Entitlement offer impact on funding

- Liquidity (cash and undrawn facilities) of ~\$470 million as at 31 March 2020 after adjusting for the FY20 interim dividend
- Advanced stages of securing \$200 million in additional facilities from lenders – subject to final credit approvals and/or documentation
- Over \$1,150 million⁽¹⁾ total liquidity following the Entitlement Offer
- Pro forma for the Entitlement Offer, Qube's gearing to decrease from 35.2% to 24.2%⁽²⁾ (long term target range of 30 – 40%)
- No near term debt maturities, and material headroom to covenants

Notes:

1. Liquidity as 31 March 2020 taking into account pro-forma adjustments for the Entitlement Offer, \$200 million of additional liquidity facilities from existing lenders, which are being progressed through final credit approvals and/or documentation and net of FY20 interim dividend.

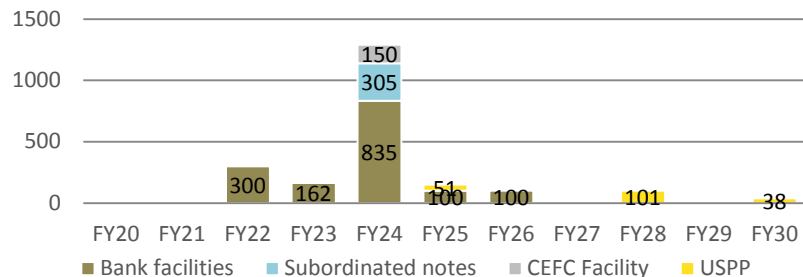
2. Gearing ratio calculated using 31 December 2019 Balance Sheet results, excluding the impact of AASB 16 and adjusting for the Entitlement Offer.

5 FUNDING AND LIQUIDITY

QUBE

Liquidity of over \$1,150 million with no near term maturities⁽¹⁾

Debt facilities maturity profile as at 31 December 2019



Credit metrics

Credit metrics	As at 31 Dec 19 ⁽²⁾	Pro forma for Offer ⁽²⁾
Net debt	\$1,574m	\$1,084m
Net senior debt	\$1,269m	\$779m
Net debt / (net debt + equity)	35.2%	24.2%
Net senior debt / (net senior debt + equity)	30.5%	18.7%

Available liquidity (31 Mar 20)⁽¹⁾

Liquidity	\$m
Cash and existing undrawn facilities	470
New facilities	200
Net proceeds from Entitlement Offer	491
Total	1,161

Near term capex

- Minimum expected capex from April 2020 to June 2021 of ~\$420 million, including:
 - maintenance capex
 - capex to support Bluescope, Shell, BHP Nickel West contracts and new equipment to support growth and productivity across the Operating Division
 - completion of additional warehousing at Moorebank Precinct East
 - land preparation and precinct infrastructure works at Moorebank Precinct West to support the potential major new tenant and progression of the IMEX automation
- Entitlement Offer will also support additional growth opportunities across the business, including new contracts and projects across the Operating Division, strategic acquisition opportunities and potential accelerated warehousing development at the Moorebank Logistics Park expected to be driven by the finalisation of the agreement with the potential major new tenant

Notes:

1. Liquidity as 31 March 2020 taking into account pro-forma adjustments for the Entitlement Offer, \$200 million of additional liquidity facilities from existing lenders, which are being progressed through final credit approvals and/or documentation and net of the FY20 interim dividend.

2. Excluding impact of AASB 16.

6 QUBE PRO FORMA BALANCE SHEET – 31 DEC 19

QUBE

\$m	31-Dec-19 ¹	Offer ²	Pro-forma
ASSETS			
Current assets:			
Cash and cash equivalents	114.5		114.5
Trade and other receivables	393.2		393.2
Other current assets	72.1		72.1
Total current assets	579.8		579.8
Loans and receivables	300.2		300.2
Investment in equity accounted investments	651.6		651.6
Property, plant and equipment	1,424.0		1,424.0
Investment properties	1,145.4		1,145.4
Intangible assets	861.1		861.1
Other non-current assets	748.9		748.9
Total non-current assets	5,131.2		5,131.2
Total assets	5,711.0		5,711.0
LIABILITIES			
Current liabilities:			
Trade and other payables	185.5		185.5
Provisions	97.4		97.4
Other current liabilities	84.0		84.0
Total current liabilities	366.9		366.9
Non-current liabilities:			
Borrowings	1,699.6	(490.5)	1,209.1
Lease Liabilities	693.1		693.1
Deferred tax liabilities	104.2	(2.9)	101.4
Other non-current liabilities	32.7		32.7
Total non-current liabilities	2,529.6	(493.4)	2,036.3
Total liabilities	2,896.5	(493.4)	2,403.2
Net assets	2,814.5	493.4	3,307.9
EQUITY			
Contributed equity	2,529.2	493.4	3,022.6
Reserves	(0.1)		(0.1)
Retained earnings	287.2		287.2
Non-controlling interests	(1.8)		(1.8)
Total equity	2,814.5	493.4	3,307.9

Notes:

1. The Qube Statutory Financial Information presented above has been sourced from the reviewed financial statements of Qube for the half year ended 31 December 2019.

2. The Offer adjustments comprise the impact of the \$500m Offer, net of Qube's associated after-tax transaction costs.

7 KEY DETAILS OF THE ENTITLEMENT OFFER

Entitlement Offer	• 1 for 6.35 accelerated pro rata non-renounceable Entitlement Offer to raise approximately \$500 million – approximately 256 million new fully paid ordinary shares (“New Shares”) (equivalent to 15.7% of current issued capital) – fully underwritten by Merrill Lynch Equities (Australia) Limited and UBS AG, Australia Branch • \$1.95/sh Offer Price, which represents a: – 10.3% discount to TERP (\$2.17)⁽¹⁾ – 11.8% discount to the closing price of Qube of \$2.21 per share on Friday, 24 April 2020 • Record date 7:00pm (Sydney) on Monday, 4 May 2020 • Eligible Retail shareholders will have the ability to apply for additional new shares up to 100% of their entitlement under a ‘Top-up Facility’ (subject to scale back, at Qube's discretion)
Other	• The Qube Directors who are eligible to participate in the Entitlement Offer have each confirmed their intention to subscribe for their respective entitlements • Taverners Group has also indicated that it intends to subscribe for all of its entitlement

Notes:

1. TERP is a theoretical price at which Qube shares trade immediately after the ex-date for the Entitlement Offer assuming 100% take-up of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Qube shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors. Calculated with reference to Qube's closing price of \$2.21 per share on Friday, 24 April 2020, rounded to 2 decimal places.

Timetable is indicative only and dates and times are subject to change without notice

Event	Date
Trading halt	Monday 27 April 2020
Announcement of details of the Entitlement Offer	Thursday, 30 April 2020
Institutional Entitlement Offer bookbuild	Thursday, 30 April 2020
Suspension of shares at ASX request ⁽¹⁾	Friday, 1 May 2020
Shares recommence trading on ASX	Monday, 4 May 2020
Record date for Entitlement Offer (7:00pm Sydney time)	Monday, 4 May 2020
Retail Entitlement Offer opens	Thursday, 7 May 2020
Institutional Entitlement Offer Settlement Date	Monday, 11 May 2020
Institutional Entitlement Offer Allotment & Trading Date	Tuesday, 12 May 2020
Retail Entitlement Offer closes (5:00pm Sydney time)	Thursday, 21 May 2020
Retail Entitlement Offer Allotment Date	Thursday, 28 May 2020
Retail Entitlement Offer Trading Date	Friday, 29 May 2020

Notes:

1. Suspension of Qube ordinary shares at the request of ASX to enable ASX's processing of the accelerated Entitlement Offer in CHESS due to the launch date of the Entitlement Offer coinciding with the month end processing for CHESS purposes.

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APPENDIX A: KEY RISKS

You should be aware that there are risks involved with participating in the Entitlement Offer and/or holding Qube shares.

The risks set out in this section are not listed in order of importance and do not constitute an exhaustive list of all risks involved with an investment in Qube. Other risks may materially affect the future performance of Qube and the value of Qube shares. Additional risks and uncertainties not presently known to management or that management currently believe not to be material may also affect Qube's business. Accordingly, no assurances or guarantees of future performance, profitability, distributions, or returns of capital are given by Qube or any other person.

The risks set out in this section may change after the date of this Presentation and other risks relevant to Qube and Qube shares may emerge which may have an adverse impact on Qube and the value of Qube shares. In particular, investors should note that the unprecedented uncertainties and risks posed by the COVID-19 pandemic could materially change Qube's risk profile at any point after the date of this Presentation and adversely impact the financial position and prospects of the Group in the future.

Before investing in Qube you should be aware that a number of risks and uncertainties involved with participating in the Entitlement Offer and/or holding Qube shares, which are both specific to an investment in Qube and of a more general nature, may adversely affect the future operating and financial performance of Qube and the value of Qube shares. You should note that the occurrence or consequence of many of the risks described in this section are partially or completely outside of the control of Qube, its directors and senior management.

Before investing in Qube shares, you should carefully consider the risk factors and your personal circumstances. Potential investors should consider publicly available information on Qube (such as that available on the ASX website), and consult their stockbroker, solicitor, accountant or other professional advisor before making an investment decision.

Nothing in this Presentation is financial product advice and this Presentation has been prepared without taking into account your investment objectives or personal circumstances.

Impact of the COVID-19 pandemic

Qube's business activities are typically correlated to the level of domestic economic activity and GDP growth (for its import related logistics services), and global economic growth and particularly China (for its export related logistics services). Domestic economic activity and consumer confidence are key drivers of consumer demand which in turn affects relevant markets including container volumes and motor vehicle imports. The demand for commodities and forestry products, as well as the overall level of global economic growth (and particularly China), is also a driver of demand for Qube's logistics services in its key markets.

The ongoing COVID-19 pandemic has had, and is expected to continue to have, an adverse effect on the operating and financial performance of Qube in FY 20 and beyond and/or cause an adverse change to the price of Qube shares. Governments globally are increasingly restricting the movement of people between and within countries, including forcing the suspension of trade of certain businesses in response to the COVID-19 pandemic. Whether or not many of these businesses will be in a financial position to resume trade once they are permitted to do so is unknown. There continues to be considerable uncertainty as to the duration and further impact of COVID-19, including (but not limited to) in relation to government, regulatory or health authority actions, work stoppages, lockdowns, quarantine and travel restrictions.

There have been a number of recent events associated with the COVID-19 pandemic and the containment measures implemented in response, which collectively, have and may continue to reduce the level of domestic and global economic growth in the near term, and Qube's operations directly, and which may therefore impact the value of Qube shares and Qube's earnings in FY 20 and beyond. These events include:

- **Flow-through impact on economic activity from restrictions put in place to contain the spread of COVID-19.**
- **Potential impact on Qube customers** – Qube's customers may be impacted either directly or by flow-on effects of restrictions imposed in response to the COVID-19 pandemic. This may impact revenue Qube earns on the provision of logistics and other services or the potential solvency of customers and their ability to pay Qube for services rendered to them in a timely manner. Customers' export activity may be reduced either directly by containment measures implemented, or indirectly by a reduction in demand from their respective customers. Similarly customers' import activity may be reduced either directly by containment measures implemented impacting their business or disrupting their supply chain, or indirectly by a reduction in demand from their respective customers.
- **Potential impact on ability of Qube to operate** – Many of Qube's core operating activities cannot be performed remotely. There is a risk either in response to government action or Qube employees contracting COVID-19 that some core operating activities may be disrupted. This may include disruption to the development at Moorebank Logistics Park. It is possible that government shuts down all operating work sites, even without a positive or suspected case of COVID-19 amongst the relevant workforce.
- **Potential impact on Qube suppliers** – Qube's supply chains may be disrupted by restrictions imposed on its suppliers or disruptions within their respective supply chains.

A KEY RISKS

QUBE RISKS

QUBE

Economic conditions

The operating and financial performance of Qube's businesses are influenced by a variety of general economic and business conditions including contraction of the global economy, commodity prices, interest rates and exchange rates and government fiscal, monetary and regulatory policies, including the short and long-term effects of government stimulus and welfare as a result of the COVID-19 pandemic. A prolonged deterioration in domestic or general economic conditions, for example an increase in interest rates, a prolonged period of reduced or negative economic growth, rises in unemployment or decreases in consumer and business demand and the response of financial institutions (including as a result of the COVID-19 pandemic) could be expected to have a material adverse impact on the financial performance of Qube's businesses.

Key personnel

The operational and financial performance of Qube's businesses is dependent on their ability to attract and retain experienced management. The loss or unavailability of key personnel involved in the management of the businesses and/or the reluctance of people to switch employers (for example, due to the uncertainty of the impact of COVID-19) could have an adverse impact on Qube's financial performance.

Access to property and rent expense

Some of Qube's businesses lease and license significant infrastructure and other properties and assets such as rail terminals, container parks and stevedoring facilities. These leases and licences carry renewal risk upon expiry. These businesses are heavily reliant upon long term access to critical sites/properties. Any failure to renew, renewal on less favourable terms (such as increases in rent expense) or termination of such key leases and licences may have a material adverse effect on future financial performance and position.

Constraints on development

The ability of Qube to benefit from development of its strategic development assets will depend on, among other things, receipt of necessary planning and other third party approvals including approvals from relevant planning authorities and approval from Qube's partners. There can be no certainty that these approvals will be received in a time frame or form acceptable to Qube which could result in a reduction in the value of the strategic development assets. The impact of changes to working practices, limitations imposed on site access, competing pressures on Qube's partners, and the potential for increased inefficiencies of planning authorities associated with the COVID-19 pandemic could exacerbate this risk.

Impact of events prior to the COVID-19 pandemic, including bushfires and adverse weather

Qube's business activities are typically correlated to the level of domestic economic activity and GDP growth (for its import related logistics services), and global economic growth, particularly in China (for its export related logistics services). Domestic economic activity and consumer confidence are key drivers of consumer demand which in turn affects relevant markets including container volumes and motor vehicle imports. The demand for commodities and forestry products, as well as the overall level of global economic growth (and particularly in China), is also a driver of demand for Qube's logistics services in its key markets. Slowdowns or negative growth in these markets could have an adverse affect on the financial performance of Qube and the price of Qube shares.

There were a number of recent events prior to the impact of the COVID-19 pandemic, which collectively, could have served to reduce the level of domestic and global economic growth in the near term independent of the impact of the COVID-19 pandemic, and which may therefore also impact Qube's earnings in FY 20. These events include:

- **Bushfires** – overall, the Australian bushfires of the summer 2019/2020 are expected to have a modest direct impact on Qube in FY 20. The main impact of these bushfires was on Qube's regional customers resulting in a reduction in regional train activity with a flow-on effect to empty container park activity. The potential indirect impact on Qube from a weakening of Australia's economic growth and consumer demand as a result of the bushfires on their own is difficult to reliably forecast.
- **Adverse Weather** – adverse weather events in early calendar 2020 impacted some of Qube's mining customers in South Australia, Western Australia and Queensland forcing temporary cessation of activities. This had only a modest (and short term) direct impact on Qube in FY 20.

Early stage projects

A key part of Qube's growth strategy involves identifying and pursuing growth opportunities within its existing business. This includes the development of projects within Qube's Infrastructure & Property division, including Moorebank.

These early stage projects and opportunities typically involve development and construction of new facilities and infrastructure or expansion or upgrades to existing facilities and infrastructure. Investments in new projects during a development or construction phase are likely to be subject to additional risks, including that the project will not be completed within budget, within the agreed timeframe and to the agreed specifications, that the income derived from project is lower than expected and, where applicable, the new project is not successfully integrated into the existing assets of the business.

Risks specific to the Moorebank development

The ability of Qube to benefit from the Moorebank development will depend on, among other things, timely construction of facilities, securing appropriate tenants, securing development and regulatory approvals, and the overall cost of construction. Delays in receipt of planning approvals and construction may impact on tenancy negotiations and may affect the timing and quantum of earnings realised by the development. This in turn could reduce the present value of the project. In relation to the agreement with the potential major tenant referred to on slide 9 of this Presentation, Qube does not regard timely construction of facilities and construction cost overruns to be a relevant risk to this potential tenancy but there is however a risk that exchange of this contract does not occur or that certain planning approvals required for construction of the facilities are not able to be obtained or contain unacceptable conditions.

Risks relating to acquisitions

Qube's business strategy involves it continuing to seek growth opportunities, including through acquisitions. Risks exist in respect of integrating an acquisition, including the risk that potential synergies may not be realised and that Qube's financial performance may be impacted. The COVID-19 pandemic also presents challenges with respect to executing transactions, in particular reaching agreement on valuations.

Competition risks

Increased competition for Qube's businesses could result in price reductions, under-utilisation of personnel, assets or infrastructure, reduced operating margins and/or loss of market share, which may have a material adverse effect on future financial performance and position.

Customer consolidation

The global shipping line market is subject to potential changes through the consolidation of participants and changes to shipping consortia. The result of these changes could be an increase or a decrease in Patrick's market share. If Patrick's market share decreased, it could have a material adverse impact on financial performance.

Infrastructure levies and impact of business and economic conditions on the growth in container volumes at Patrick

Patrick charges infrastructure levies (now commonly referred to as 'landside charges') on certain users within its terminals. The Victorian Government recently completed a review of the charging of infrastructure levies and the New South Wales Government has asked for a review of landside charges by the NSW Productivity Commission. There is a risk that Governments could impose restrictions on the charging of infrastructure levies/landside charges which could have the potential to impact Patrick's revenue. Furthermore, Patrick receives the majority of its revenue from stevedoring containers through stevedoring charges and landside charges. Consequently growth in containerised imports and exports has a positive impact on financial performance. Conversely, the impact of business and economic cycles can reduce the growth in containerised imports and exports, which can have a negative impact on financial performance. The economic consequences and restrictions on movement flowing from the COVID-19 pandemic could have an adverse effect on the volume of containerised imports and exports.

Increased competition in the container terminals business (Patrick)

There has been increased competition in the container terminals business operated by Patrick, driven by additional terminal capacity, consolidation of shipping consortia and increased price competition amongst third party operators in order to retain customer contracts.

Capital expenditure

The businesses carried on by some of Qube's businesses are capital intensive and require material investment to be made in capital equipment. The operating and financial performance of these businesses will be partly reliant on their ability to effectively manage significant capital projects within required budgets and timeframes and on sufficient funding being available for the capital expenditure requirements of the business, including the maintenance and replacement of equipment to meet operational requirements. In some circumstances, the need for material investment in capital equipment may result in capital expenditure being beyond that budgeted by Qube, which could have an adverse effect on Qube and its financial performance. Capital expenditure requirements may impact the cash flow available to service financing obligations, pay dividends or otherwise make distributions.

Other factors

Other factors or events may impact on Qube's performance, such as natural disasters, epidemics or pandemics, changes or disruptions to political, regulatory, legal or economic conditions, or to Australian or international financial markets, including as a result of terrorism or war or a recession or depression.

Operational risk

Qube is subject to operational risks resulting from inadequate or failed internal processes, systems, policies or policies, in addition to potential hazards normally encountered with logistics and transportation enterprises, including but not limited to incidents which could result in damage to plant or equipment, personal injuries or illness to employees and/or other individuals. If these risks materialise, Qube's operations could be disrupted which may have a material adverse effect on future financial performance and position.

Employees/industrial action

A number of operational employees of Qube's businesses (including its associates) are members of trade unions. These employees are generally covered by collective agreements which are periodically renegotiated and renewed. The risk of strikes and other forms of industrial action that may have a material adverse impact on these businesses would be primarily dependent on the outcomes of negotiations with representative unions regarding the terms of new collective agreements. If there were a material or prolonged dispute between Qube's businesses and its unions or workforce (including in relation to decisions made by Qube as a result of the COVID-19 pandemic), this could disrupt operations which may have a material adverse effect on future financial performance and position.

Customer service

Qube's ability to maintain relationships with major customers is integral to its financial performance. This in turn depends on its ability to offer competitive service standards and pricing. Poor performance in either area may lead to a loss of major customers which may have a material impact on Qube's financial performance. The social distancing measures implemented in response to the COVID-19 pandemic may make it more difficult to maintain and strengthen customer relationships.

Impact of commodity cycles on business growth

Qube's businesses are exposed, through their customers, to global demand for commodities. Revenues and margins from the provision of bulk logistics services may be materially adversely impacted by reduced global demand for bulk commodities or changes in global commodity prices.

Commodity prices may be adversely affected by slower than expected levels of GDP growth in China, as well as by the ongoing trade tensions between the United States and China, and such factors could have a negative impact on commodity prices generally, which may have a material adverse effect on Qube's future financial performance and position. Factors which may contribute to slower levels of growth in Chinese demand for commodities might include slower or flattened economic growth, the COVID-19 pandemic, unsuccessful economic reforms, government policies that affect commodities markets, reduced urbanisation or industrialisation and a slowing expansion of the middle class.

Litigation and disputes

Qube may become involved in litigation, arbitration, expert determination, class actions and or other claims and disputes, which could adversely affect financial performance and reputation. Any litigation, arbitration, expert determination, class actions and or other claims and disputes, including employment and project disputes and price review and contractual disputes (including in relation to any 'material adverse change' contractual provisions), could materially adversely affect Qube's business, operating and financial performance.

Counterparty risk

Qube is exposed to credit-related losses if counterparties to contracts fail to meet their obligations (including as a result of insolvency, financial stress or the impacts of COVID-19). This could occur if customers were to become insolvent or not meet their financial obligations to Qube and may adversely impact Qube's revenue.

Foreign exchange risk

Qube is exposed to foreign exchange risk, which may impact the volume of imports or exports subject to whether the Australian dollar is appreciating or depreciating. Movements in the foreign exchange rate may also affect the price of capital equipment acquired outside of Australia. These risks may affect Qube's financial performance.

Interest rate risk

The nature of Qube's financing arrangements exposes Qube to interest rate risk, including from the movement in underlying interest rates, which impacts on Qube's cost of funding and may adversely impact Qube's financial performance.

Refinancing risk

Qube has outstanding debt facilities. Such indebtedness may result in Qube being subject to certain covenants restricting its ability to engage in certain types of activities or to pay dividends to Qube shareholders.

General economic and business conditions that impact the debt or equity markets (including the effect of the COVID-19 pandemic on markets) could impact Qube's ability to refinance its operations.

Dividends

Following completion of the Entitlement Offer, Qube expects to maintain its current dividend policy of determining the appropriate dividend to pay in each period having regard to relevant considerations, including Qube's underlying earnings, cashflow, outlook and expected growth capital expenditure.

No assurance is given in relation to the payment of future dividends or the extent to which any such dividends may be franked.

Taxation

The risk that changes in tax law (including goods and services taxes and stamp duties), or changes in the way tax laws are interpreted in the various jurisdictions in which Qube operates, may impact the tax liabilities of Qube. In addition, the ability of Qube to obtain the benefit of existing tax losses and claim other beneficial tax attributes will depend on future circumstances and may be adversely affected by changes in ownership, business activities, levels of taxable income and any other conditions relating to the use of the tax losses or other attributes in the jurisdictions in which Qube operates. There is a possibility that the increased government expenditure in response to the COVID-19 could result in increased taxes in the future.

Occupational health and safety

If there were to be a failure by Qube to comply with the applicable occupational health and safety legislative requirements across the jurisdictions in which Qube operates, or a failure by Qube to take adequate steps to protect its workforce from sustained harm caused by the COVID-19 pandemic, there is a risk that non-compliance may result in fines, penalties and/or compensation for damages as well as reputational damage. Qube's ability to mitigate these risks and effectively respond to health and safety incidents may be also impaired by restrictions on the movement of products and personnel relating to the COVID-19 pandemic.

Environmental risk

National and local environmental laws and regulations may affect operations of Qube's businesses. Standards are set by these laws and regulations regarding certain aspects of health and environmental quality, and they provide for penalties and other liabilities if such standards are breached, and establish, in certain circumstances, obligations to remediate and rehabilitate current and former facilities and locations where operations are, or were, conducted. Qube's businesses incur costs to comply with these environmental laws and regulations and in respect of violation of them, and changes to such laws and regulations, including changes to operating licence conditions, could result in penalties and other liabilities, which may have a material adverse effect on future financial performance and position.

Qube's ability to mitigate these risks and effectively respond to any environmental incidents may be also impaired by restrictions on the movement of products and personnel relating to the COVID-19 pandemic.

Cyber risk

The failure of Qube's information technology systems and/or security could result in financial loss, disruption or damage to the reputation of the business. This risk may be escalated as a result of COVID-19 and the increase in remote working by our staff and contractors, notwithstanding Qube's efforts to mitigate this threat.

Government policy and regulation

The operations of Qube's businesses depend on access to infrastructure including ports, terminals and associated infrastructure which is subject to government policy and legal and regulatory oversight; including access, accreditation, operational, security, tax (direct and indirect), environmental and industrial (including occupational health and safety) regulation. Changes in government policy and legal and regulatory oversight may have a material adverse effect on future financial performance and position.

Trading price of Qube shares and general risks associated with investments in equity capital

There are risks associated with any share market investment. It is important to recognise that share prices and dividends might fall or rise. Factors affecting the operating and financial performance of Qube and the ASX trading price of Qube shares include domestic and international economic conditions and outlook, changes in government fiscal, monetary and regulatory policies, changes in interest rates and inflation rates, the announcement of new technologies and variations in general market conditions, the impact of COVID-19, including on health of the workforce, the industry, customers, supply chains and travel and/or other conditions including market conditions which are specific to a particular industry, all of which could be unrelated to the financial and operating performance of Qube, and over which Qube and its directors have limited or no control.

There have been significant fluctuations and volatility in the prices of equity securities in recent months, which may have been caused by general rather than company-specific factors, including the general state of the economy, the response to the COVID-19 pandemic, investor uncertainty, geo-political matters, and global hostilities and tensions. In particular, the COVID-19 pandemic has resulted in significant market falls and volatility both in Australia, China, the US and elsewhere overseas, including in the prices of equity securities. As detailed above, there continues to exist considerable uncertainty as to the further impact of COVID-19 on the Australian and global economy and share markets including in relation to governmental action, work stoppages, university and school stoppages, lockdowns, quarantines, travel restrictions and the impact on the economy and share markets. Any of these events and resulting fluctuations may materially adversely impact the market price of Qube shares.

Investors should also note that the historic share price performance of Qube shares provide no guidance as to its future share price performance.

Underwriting risk

The Entitlement Offer is subject to a range of conditions and termination events set out in the underwriting agreement entered into by Qube and the Underwriters on 30 April 2020 (**Underwriting Agreement**).

If certain conditions are not satisfied or certain events occur, then each Underwriter may terminate the Underwriting Agreement. Termination of the Underwriting Agreement may have an adverse impact on the ability of Qube to proceed with the Entitlement Offer and the quantum of funds raised as part of the Entitlement Offer. If the Underwriting Agreement is terminated by either or both Underwriters, there is no guarantee that the Entitlement Offer will continue in its current form or continue at all. Failure to raise sufficient funds under the Entitlement Offer (as a result of it not proceeding or otherwise) could materially adversely affect Qube's business, cash flow, financial condition and results of operations.

Key Terms of Underwriting Agreement

Each Underwriter's obligations, including to underwrite the Entitlement Offer, and manage the Entitlement Offer, are conditional on certain matters, including shares being in a voluntary suspension on ASX on the launch date, ASX regulatory approvals, as well as the timely delivery of the due diligence questionnaire and due diligence process materials and certain other documents.

As mentioned, if certain conditions are not satisfied or certain events occur, each Underwriter may terminate the Underwriting Agreement. The events which may trigger termination of the Underwriting Agreement include (but are not limited to) where:

- the cleansing statement in respect of the Entitlement Offer is or becomes defective under the Corporations Act;
- a statement contained in the offer materials (including but not limited to this Investor Presentation and all ASX announcements made in connection with the Entitlement Offer) is or becomes misleading or deceptive, or likely to mislead or deceive in a material respect (whether by omission or otherwise);
- Qube withdraws any invitations to apply for Qube shares which are offered for subscription pursuant to the Entitlement Offer under the offer materials or withdraws all or part of the Entitlement Offer;
- ASIC applies for an order under certain provisions of the Corporations Act in respect of the Entitlement Offer or the offer materials or ASIC commences any investigation or hearing in relation to the Entitlement Offer or the offer materials;
- unconditional approval (or conditional approval provided such condition would not, in the reasonable opinion of the Underwriters, have a material adverse effect on the success or settlement of the Entitlement Offer) is refused or not granted for quotation of the New Shares prior to their scheduled settlement date or, if granted, is subsequently withdrawn, qualified or withheld;
- ASX makes any official statement or indicates to Qube or the Underwriters that official quotation of the New Shares will not be granted;

Underwriting risk (continued)

- Qube ceases to be admitted to the official list of the ASX or Qube shares are suspended from trading on (other than with the written consent of the Underwriters), or cease to be quoted on, ASX (excluding a trading halt contemplated by the Underwriting Agreement);
- any ASX regulatory approval is withdrawn or revoked or amended in a materially adverse particular, or a regulatory body withdraws or revokes or amends any regulatory approvals required for Qube to perform its obligations under the Underwriting Agreement or to carry out the transactions contemplated by the offer materials;
- Qube is prevented from issuing the New Shares by the ASX Listing Rules, applicable laws, an order of a court of competent jurisdiction or a government agency;
- any event specified in the timetable for the Entitlement Offer is delayed by more than 1 business day in respect of the institutional component of the Entitlement Offer and more than 2 business days in respect of the retail component of the Entitlement Offer, in each case without the prior written approval of the Underwriters;
- Qube becomes insolvent or a subsidiary which represents 5% or more of the consolidated assets or earnings of the Group becomes insolvent;
- an obligation arises on Qube to give ASX a notice of new circumstances;
- Qube fails to furnish a 'Closing Certificate' in accordance with the Underwriting Agreement or a 'Closing Certificate' furnished by Qube is untrue, incorrect or misleading;
- Qube or any of its director or officers engage, or have engaged in any fraudulent conduct or activity (whether or not in connection with the Entitlement Offer);
- a director of Qube is charged with an indictable offence or disqualified from managing a corporation, or a government agency commences any public action against Qube or its directors in their capacity as a director of Qube or announces that it intends to take such action;

Underwriting risk (continued)

- Qube fails to perform or observe any of its obligations under the Underwriting Agreement, an obligation of Qube becomes incapable of being performed or observed or unlikely to be performed or observed by the required time, or a representation or warranty given by Qube proves to be, or has been, or becomes, untrue, incorrect or misleading;
- there is an application to a government agency (which in the Underwriter's bona fide opinion, is a serious action with reasonable prospects of success) for any order, declaration or other remedy, or a government agency commences any other investigation or hearing or announces its intention to do so, in each case in connection with the Entitlement Offer or any agreement entered into in respect of the Entitlement Offer (or any part of it);
- there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia, any State or Territory of Australia or New Zealand (as applicable), a new law, the effect of which triggers items (a) or (b) on this slide below;
- a government agency, the Reserve Bank of Australia, any Minister of a Federal, State or Territory Government of Australia or New Zealand (as applicable) or any Federal or State authority of Australia or New Zealand, adopts or announces a proposal to adopt a new policy, the effect of which triggers items (a) or (b) on this slide below; or
- a general moratorium on commercial banking activities in Australia, Singapore, Hong Kong, the United States or the United Kingdom is declared in the relevant central banking authority in any of those countries, or there is a disruption in commercial banking or security settlement or clearance services in any of those countries, or there is a suspension or material limitation in trading securities generally on the ASX, London Stock Exchange, Singapore Stock Exchange, Hong Kong Stock Exchange or the New York Stock Exchange.

The ability of an Underwriter to terminate the Underwriting Agreement in respect of some events will depend on whether, in the reasonable opinion of the Underwriter, the event:

- has or is likely to have a material adverse effect on the success, marketing or settlement of the Entitlement Offer or on the ability of the Underwriters to market, promote or settle the Entitlement Offer or the willingness of investors to subscribe for New Shares; or
- has given or is likely to give rise to a contravention by, or liability of, the Underwriters or their affiliates under, the Corporations Act 2001 (Cth) or any other applicable law.
- Termination for failure of meeting a condition precedent or due to a termination event occurring will discharge the terminating Underwriter and Qube's obligation to pay to the terminating Underwriting any fees which as at the date of termination are not yet payable. If the remaining Underwriter elects to take up the rights of the terminating Underwriter, Qube must pay them the fees that would otherwise have been payable to the terminating Underwriter.

For details of fees payable to the Underwriters, see the Appendix 3B released to ASX on 30 April 2020.

The Company also gives certain representations, warranties and undertakings to the Underwriter and an indemnity to the Underwriter and its affiliates subject to certain carve-outs.

KEY RISKS OFFER RISKS

Risk of dilution

You should also note that if you do not take up all of your entitlement under the Entitlement Offer, then your percentage security holding in Qube will be diluted by not participating to the full extent in the Entitlement Offer. Investors may also have their investment diluted by future capital raisings by Qube. Qube may issue new securities in the future to finance acquisitions or pay down debt which may, under certain circumstances, dilute the value of an investor's interest.

A photograph of three men in high-visibility orange vests standing in front of a large white Scania truck with a green QUBE container. The truck has a 'LONG VEHICLE' sign on the front. In the background, there are stacks of shipping containers from various companies like MAERSK and CHINA COSCO. A yellow banner is overlaid at the bottom of the image.

APPENDIX B: INTERNATIONAL SELLING RESTRICTIONS

This document does not constitute an offer of New Shares of Qube in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold in the Entitlement Offer, in any country outside Australia except to the extent permitted below.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the **Provinces**) and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – Prospectus Exemptions, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

Qube as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of Qube and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against Qube or such persons in Canada or to enforce a judgment obtained in Canadian courts against Qube or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Shares purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against Qube if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against Qube. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against Qube, provided that (a) Qube will not be liable if it proves that the purchaser purchased the New Shares with knowledge of the misrepresentation; (b) in an action for damages, Qube is not liable for all or any portion of the damages that Qube proves does not represent the depreciation in value of the New Shares as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the New Shares were offered.

Section 138 of the *Securities Act* (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

European Union

This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the **FMC Act**).

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of Qube with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the Entitlement Offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the **SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of Qube shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland.

Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to investors who qualify as "professional clients" (as defined in the Swiss Financial Services Act). This document is personal to the recipient and not for general circulation in Switzerland.

No offering or marketing material relating to the New Shares has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

United Arab Emirates

This document does not constitute a public offer of securities in the United Arab Emirates and the New Shares may not be offered or sold, directly or indirectly, to the public in the UAE. Neither this document nor the New Shares have been approved by the Securities and Commodities Authority (**SCA**) or any other authority in the UAE.

This document may be distributed in the UAE only to “qualified investors” (as defined in the SCA Board of Directors' Chairman Decision No. 37 RM of 2019, as amended) and may not be provided to any person other than the original recipient. No marketing of the New Shares has been, or will be, made from within the UAE other than in compliance with the laws of the UAE and no subscription for any securities may be consummated within the UAE.

No offer or invitation to subscribe for New Shares is valid, or permitted from any person, in the Abu Dhabi Global Market or the Dubai International Financial Centre.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to “qualified investors” (within the meaning of Article 2(e) of the Prospectus Regulation (2017/1129/EU), replacing section 86(7) of the FSMA). This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to Qube.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (“FPO”), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together “relevant persons”). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.