

16 June 2026

ASX Announcement

Scheme Meetings – Chairman's Address

Qube Holdings Limited (ASX:QUB) (**Qube**) refers to the proposed scheme of arrangement pursuant to which Rubik Australia Pty Limited (ACN 694 531 792) (**Bidder**) has agreed to acquire 100% of the shares in Qube (the **Scheme**). Capitalised terms have the meaning given to them in the Scheme Booklet dated 23 April 2026.

In accordance with the ASX Listing Rules, attached to this announcement are the following documents to be presented at the General Scheme Meeting and the UniSuper Scheme Meeting commencing at 11am (Sydney time) today:

1. A copy of the address to be delivered by the Chairman at the Scheme Meetings; and
2. A copy of the presentation slides for the Scheme Meetings.

The General Scheme Meeting will be held as a hybrid meeting in person at the offices of Allens at Level 25, 33 Alfred Street, Sydney NSW 2000, Australia and virtually online through the online meeting platform at <https://meetnow.global/MVRFTZ7>. There will be a separate Scheme Meeting for UniSuper.

The voting results of the Scheme Meetings will be announced to the ASX shortly after the conclusion of the Scheme Meetings.

Authorised for release by:
The Board of Directors, Qube Holdings Limited

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Qube Chairman's Address Qube Holdings Limited Scheme Meetings

Introduction and welcome from John Bevan, Chairman of Qube Holdings Limited

Good morning and welcome to the Scheme Meetings of Qube Holdings Limited (“Qube”).

These important meetings relate to the proposed scheme of arrangement under which Rubik Australia Pty Ltd (“Rubik”) has agreed to acquire all of the issued shares in Qube. The Scheme Meetings have been convened pursuant to orders of the Supreme Court of New South Wales made on 23 April 2026.

This morning we are holding the Scheme Meetings of Qube. First, we will hold the General Scheme Meeting, at which all Qube shareholders other than UniSuper will be able to vote. We will then hold the UniSuper Scheme Meeting, at which only UniSuper will be able to vote.

I table the Scheme Booklet which contains the Notices of Scheme Meetings and Independent Expert's Report released to the ASX on 23 April 2026 and despatched to shareholders on 1 May 2026. The Scheme Booklet has been made available to Qube shareholders prior to today's meetings and a copy can also be accessed on Qube's website. For shareholders joining online, the Scheme Booklet is also available in the online meeting platform by selecting the documents icon.

All members of the Qube Board are with us today. Seated here with me at the front is our Managing Director, Paul Digney, and Non-executive Directors, James Fazzino, Jill Hoffmann, Steve Mann, Mick McCormack, Alan Miles and Lindsay Ward. Also joining me at the front is Emily McCaffery who is a Company Secretary of Qube.

Joining us in the audience are representatives from Qube's senior executive team. We have William Hara, General Counsel and Company Secretary, Mark Wratten, Chief Financial Officer, John Digney, Director of Logistics & Infrastructure, Michael Sousa, Director of Ports and Todd Emmert, Director of Bulk.

Emily Link, Director of People, Culture & Safety, and Shane Collins, Director of Strategy & Development are also present, as is Ben Pratt, Director of Corporate Affairs who will assist with facilitating Q&A later in the meeting.

Purpose of these Scheme Meetings

Today is a significant day in the history of Qube. Today, shareholders are being asked to vote on the proposed scheme of arrangement under which Rubik has agreed to acquire all of the issued shares in Qube.

Qube has grown successfully since its foundation in 2006 to become a leading logistics solutions provider today with operations across Australia, New Zealand and the Asia-Pacific region. We have grown during this time from approximately 150 employees and 30 sites to over 10,000 employees in more than 200 locations.

The total payment of \$5.20 cash per Qube Share represents an attractive premium at a time of relative Qube share price strength. This underscores the value that has been created over the past 20 years by the Qube team for Qube Shareholders.

On behalf of the Board, I commend and thank our employees for their dedication, capability and commitment to this successful achievement, which has culminated in the proposed Scheme being presented today for shareholders to realise value in their investment in Qube.

Overview of the Scheme

As announced to the ASX on 24 November 2025, Qube and MAM entered into a Process Deed in relation to a conditional, non-binding and indicative proposal from MAM to acquire 100% of the shares in Qube for a cash price of \$5.20 per Qube Share. The Process Deed granted MAM a period of exclusive due diligence access until 1 February 2026, and followed an earlier unsolicited, non-binding and indicative offer from MAM at a lower value and a period of negotiation between the parties which facilitated a meaningfully improved proposal from MAM.

On 16 February 2026, Qube announced it had entered into a Scheme Implementation Deed with Rubik Australia Pty Ltd under which Rubik proposed to acquire 100% of the shares in Qube at a price of \$5.20 cash per share, less the cash amount of any dividends declared or paid after the date of the Scheme Implementation Deed (which is the Scheme Consideration).

The proposed Scheme is outlined in detail in the Scheme Booklet.

If the Scheme proceeds, each Qube Shareholder (other than UniSuper) as at the Scheme Record Date will receive total payments of \$5.20 per Qube Share comprised of the following components:

- Scheme Consideration of \$4.80 per Qube Share;
- Interim Dividend of \$0.0535 per Qube Share (in relation to the six-month period ended 31 December 2025 in respect of any Qube Shares held on 4 March 2026); and
- As announced to ASX on 9 June 2026, following the Scheme becoming effective, the Qube Board intends to declare and pay a Special Dividend of \$0.3465 per Qube Share).

Qube also intends to fully frank its Special Dividend and the franking credits will represent additional value to those Qube Shareholders who are able to realise a tax benefit from those franking credits and who are a Qube Shareholder on the Special Dividend Record Date.

Qube Shareholders may benefit from total franking credits from the Interim and Special Dividend worth up to approximately \$0.17 per Qube Share, subject to their particular tax circumstances, if they were a Qube Shareholder on both the Interim Dividend Record Date and are a Qube Shareholder on the Special Dividend Record Date.

The total payment of \$5.20 cash per Qube Share values Qube's equity on a fully diluted basis at approximately \$9.3 billion, implies an enterprise value of approximately \$11.7 billion and represents the following premia:

- 27.8% to the closing price of a Qube Share on 21 November 2025;
- 24.0% to the VWAP of a Qube Share to 21 August 2025 (since the announcement of Qube's FY25 results on 20 February 2025);
- 45.0% to the closing price of a Qube Share on 21 November 2025, adjusted to remove the value of Qube's 50% shareholding in Patrick; and
- an attractive implied enterprise value / LTM EBITDA multiple of approximately 14.5 times.

The total payment represents an attractive premium relative to Qube's recent and long-term historical trading prices prior to announcement of the Rubik Proposal.

Because UniSuper is receiving different consideration under the Scheme, UniSuper is not eligible to vote its interest in approximately 15% of the issued Qube shares at today's General Scheme Meeting. Instead, it will vote its shares at the UniSuper Scheme Meeting to be held immediately after this General Scheme Meeting. We have received a proxy vote ahead of the UniSuper Scheme Meeting intending to vote all of these shares in favour of the Scheme.

Reasons why you might vote for or against the Scheme

The Scheme Booklet sets out various reasons why Qube Shareholders may want to vote in favour of the Scheme and various reasons why they may want to vote against the Scheme. These are set out in Section 2 of the Scheme Booklet.

The Scheme Booklet contains further information, including details regarding the risks associated with the Scheme as well as the risks associated with Shareholders' continued investment in Qube.

Independent Expert's conclusion

The Qube Directors appointed Grant Samuel as the Independent Expert to assess the merits of the Scheme. The Independent Expert has concluded that the Scheme is fair and reasonable and therefore is in the best interests of Qube Shareholders (other than UniSuper), in the absence of a Superior Proposal.

The Independent Expert's full commentary in relation to the Scheme is contained in the Independent Expert's Report, which is annexed to the Scheme Booklet.

Qube Directors' recommendation

The Qube Directors unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Qube Shareholders (other than UniSuper).

Prior to this General Scheme Meeting, each Qube Director has instructed that any of the Qube Shares held or controlled by them be voted in favour of the Scheme.

The interests of the Qube Directors in Qube Shares, including the interests of Paul Digney, Managing Director of Qube, are set out in sections 10.1 and 10.4 of the Scheme Booklet.

I can also confirm that as at the time of this meeting, no Superior Proposal has emerged and the Qube Directors are not aware of any Superior Proposal that is likely to emerge.

Status of conditions precedent

As set out in the Scheme Booklet, the Scheme is subject to a number of conditions precedent, including obtaining certain regulatory approvals. As at the date of the Scheme Meeting:

- (i) Rubik has received authorisation from the Papua New Guinea Independent Consumer and Competition Commission.
- (ii) Outstanding are the approval, consent or clearance of the Australian Competition and Consumer Commission, the Foreign Investment Review Board, and the New Zealand Overseas Investment Office.

Rubik is continuing to progress each of the outstanding approvals with the relevant regulatory bodies. The ACCC statutory deadline under assessment as a phase 1 decision is the end of the determination period which is currently 19 June 2026 and the OIO statutory deadline is early July.

Qube is also continuing to progress the outstanding required third party consents under the specified contracts.

To allow sufficient time for the outstanding conditions precedent to be satisfied or waived, the Second Court Hearing date has been rescheduled from 18 June 2026 to 7 July 2026.

Implementation timetable

If the Scheme is approved by Qube Shareholders and UniSuper today, and also receives the required regulatory approvals, the key events and the expected timing in relation to the approval and implementation of the Scheme are set out on the current slide.

If the Scheme is approved by the Court, the Effective Date and the last trading day in Qube Shares on the ASX is expected to be Tuesday, 7 July 2026.

The date for determining entitlements to the Qube Special Dividend is indicatively Tuesday, 14 July 2026, payment of which is then expected to be on Thursday, 23 July 2026.

If the Scheme is approved and becomes effective, it is expected to be implemented on Friday, 14 August 2026. On this date, Qube Shareholders (other than UniSuper) will receive Scheme Consideration of

\$4.80. The Scheme Consideration of \$4.80 per Qube Share, together with the Interim and Special Dividends, will equate to a total payment received of \$5.20 cash per Qube Share.

If the outstanding conditions precedent to the Scheme, including shareholder and Court approval are not satisfied, the Scheme will not proceed and Qube will continue to be listed on the ASX.

Closure

As a final comment, I would like to thank the entire Qube team of more than 10,000 staff. Your contributions have built Qube into the leading business it is today. This transaction is a milestone for our company and an acknowledgement of the strengths of the business you have contributed to and the positive future I am sure it will enjoy under a new partnership with Rubik.

I thank you once again for your attendance.

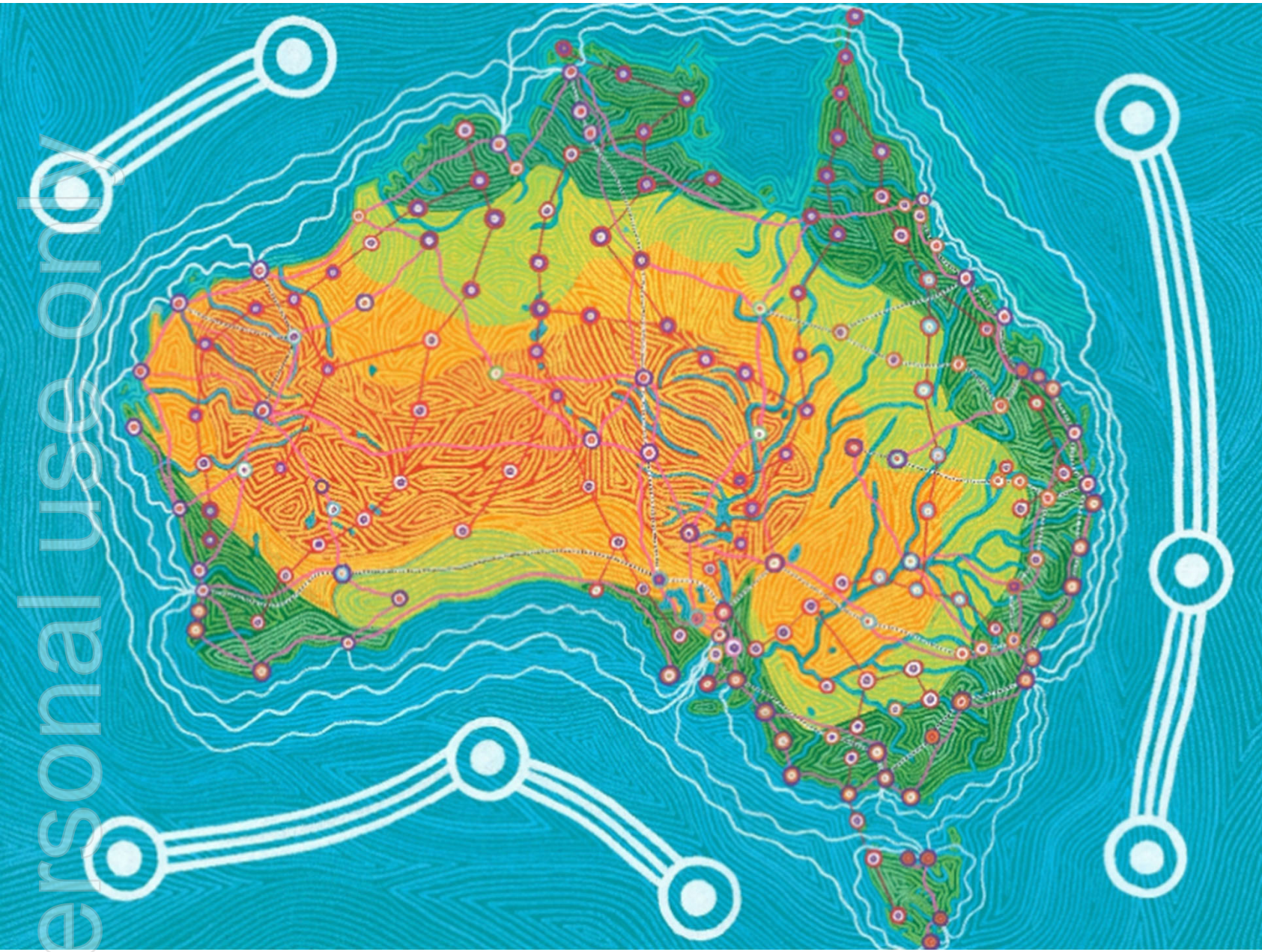
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Scheme Meetings

Proposed acquisition of Qube Holdings Limited
("Qube") by way of a scheme of arrangement by Rubik
Australia Pty Ltd ('Rubik')

16 June 2026

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Acknowledgment of Country

In the spirit of reconciliation, Qube acknowledges the Traditional Custodians of country throughout Australia and their connections to land, waterways and community.

We pay our respects to their elders past, present and extend that respect to all Aboriginal and Torres Strait Islander Peoples joining us today.



John Bevan
Chairman

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Board of Directors



John Bevan
Chairman, Non-executive
Director



Paul Digney
Managing Director



James Fazzino
Non-executive Director



Jill Hoffmann
Non-executive Director



Steve Mann
Non-executive Director



Mick McCormack
Non-executive Director



Alan Miles
Non-executive Director



Lindsay Ward
Non-executive Director

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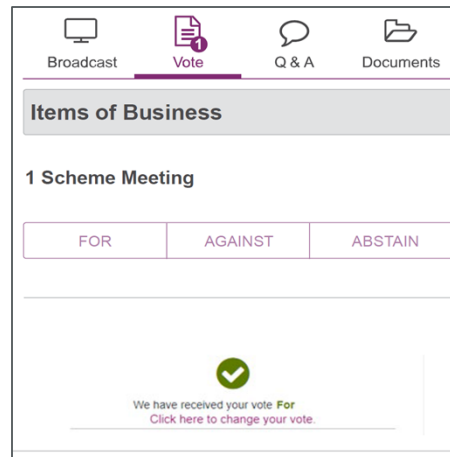


Procedural Matters

Voting

Online Attendees

1. When the poll is open, select the vote icon at the top of the screen
2. To vote, select either: For, Against or Abstain
3. A tick will appear to confirm receipt of your vote
4. Shareholders can vote, or change votes, at any time whilst the poll is open
 - a) To change or cancel your vote select the “click here to change your vote”



In-person Attendees

- Eligible shareholders and proxyholders attending in person have been issued a blue admission card, which includes the voting paper and instructions
 - If you have not received a voting card, please see a member of the Computershare team now
- Proxyholders should refer to the Summary of Proxy Votes attached to their admission card and complete the voting paper in accordance with those instructions
- Shareholders should clearly mark either For, Against, or Abstain to indicate how they wish to vote on the Scheme Resolution
 - Please ensure you print your name where indicated on the voting card
- Completed voting papers should be lodged in the ballot box for votes to be counted

The result of the poll will be declared and released to the ASX once available

Questions

Online Attendees

- To ask a written question select the Q&A icon:
 1. Select the topic your question relates to from the drop-down list
 2. Type your question in the text box and press the send button
- To ask a verbal question, follow the instructions on the virtual meeting platform

The screenshot shows a user interface for asking questions. At the top, there are four icons: a monitor for 'Broadcast', a document for 'Vote', a speech bubble for 'Q & A' (which is highlighted with a red underline), and a folder for 'Documents'. Below the icons is a large text area labeled 'Your question(s)'. Underneath this is a smaller text box with the instruction 'You may enter a question using the field below.' To the left of this text box is a dropdown menu labeled 'Select Topic'. Below the text box is a character count '0 character(s)' and a 'Send' button. A note at the bottom left of the text box states 'Questions are limited to 2000 characters.'

In-person Attendees

If you would like to raise a question, please follow these steps:

- When invited by the Chair, please stand if possible, or otherwise indicate by raising your hand
- Please clearly state your name and whether you are present as a shareholder or as a proxy
- Ensure your question is brief and confined to matters relevant to the Scheme resolution

Overview of the Scheme

Background

On **24 November 2025**, Qube announced that Macquarie Asset Management (“MAM”) had submitted a **conditional, non-binding and indicative proposal** (the “Proposal”) to acquire 100% of the shares in Qube for **\$5.20 in cash** per share.

The Proposal followed an earlier unsolicited, non-binding and indicative proposal from MAM at a lower value and a period of negotiation which facilitated a **meaningfully improved proposal**.

On **16 February 2026**, Qube announced that it had **entered into a Scheme Implementation Deed**.

Total payment of \$5.20 cash per Qube Share

Subject to the Scheme becoming Effective, Qube Shareholders (other than UniSuper¹) will receive total payments of \$5.20 per Qube Share comprised of the following components:

- Scheme Consideration of \$4.80;
- Interim Dividend of \$0.0535²; and
- Special Dividend of \$0.3465.

These payments are subject to being a shareholder on each relevant record date.

In addition, Qube Shareholders may benefit from total franking credits worth up to approximately \$0.17 per Qube Share.

Attractive premia and multiple

The \$5.20 total cash payment represents a:

- **27.8% premium** to the closing price of a Qube Share on 21 November 2025³;
- **24.0% premium** to the VWAP of a Qube Share between 21 August 2025 and 21 November 2025³;
- **45.0% premium⁴** to the closing price of a Qube Share on 21 November 2025³, adjusted to remove the value of Qube’s 50% shareholding in Patrick; and
- An attractive implied **enterprise value / EBITDA (LTM to Jun-25) multiple of approximately 14.5 times**.

¹ UniSuper will transfer its existing direct interest of 15.07% in Qube at equivalent value for a corresponding interest in the holding structure of the Consortium.

² In relation to the six month period ended 31 December 2025 in respect of any Qube Shares held on 4 March 2026.

³ Being the last trading day prior to the announcement of entry into the Process Deed.

⁴ Based on an estimated enterprise value for Patrick Container Terminals of approximately \$7.0 billion as at 30 June 2025 on a 100% basis implying value (excluding Qube’s 50% shareholding in Patrick) of \$3.64 per Qube Share.

Reasons why you might vote for or against the Scheme

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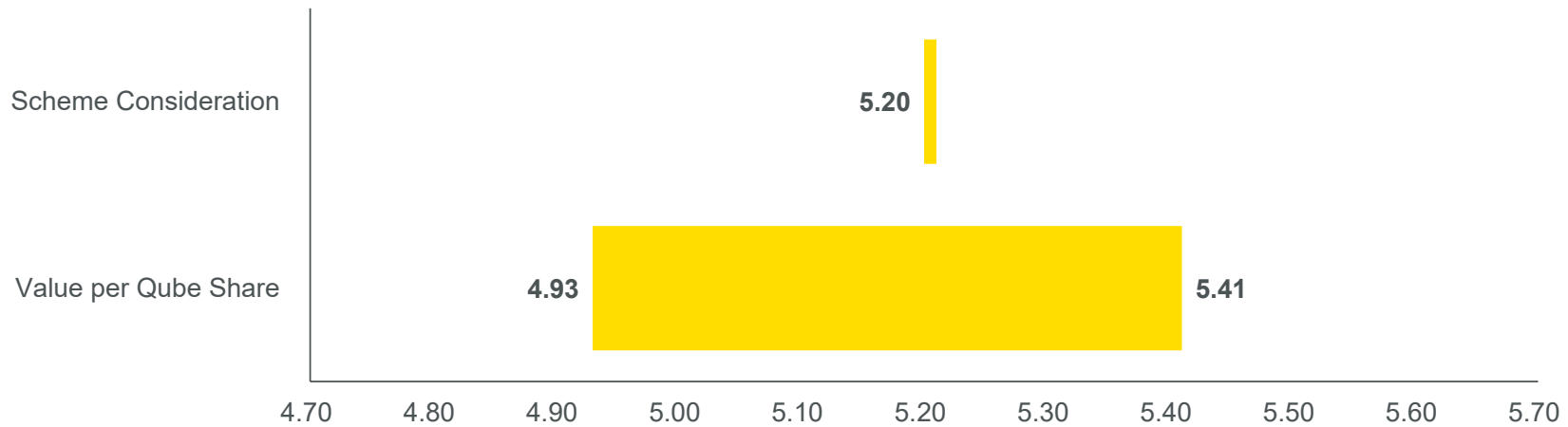
✓	The total payment of \$5.20 cash per Qube Share represents an attractive premium relative to Qube's recent and long-term historical trading prices prior to announcement of the Rubik Proposal
✓	Qube Shareholders may benefit from total franking credits worth up to approximately \$0.17 per Qube Share, subject to their particular tax circumstances
✓	The total payment of \$5.20 cash per Qube Share represents an attractive acquisition multiple of 14.5 times EV / EBITDA (LTM to Jun-25)
✓	The Independent Expert has concluded that the Scheme is fair and reasonable and, therefore, in the best interests of Qube Shareholders (other than UniSuper), in the absence of a Superior Proposal
✓	Implementation of the Scheme would mean that Qube Shareholders (other than the UniSuper Shareholder in relation to the UniSuper Specified Shares) receive the certainty of cash for their investment in Qube and will avoid the ongoing risks and uncertainties associated with their investment in Qube
✓	The Qube Share price will continue to be subject to market volatility and may fall in the near-term if the Scheme is not implemented and in the absence of a Superior Proposal
✓	Since the announcement of the Scheme, no Superior Proposal has emerged and the Qube Board is not aware, as at the date of these Scheme Meetings, of any Superior Proposal that is likely to emerge
✓	Brokerage charges will not apply to the transfer of your Qube Shares if the Scheme proceeds

✗	You may disagree with the Qube Board's unanimous recommendation and the Independent Expert's conclusion
✗	You may believe it is in your best interest to maintain your current investment and risk profile
✗	You may believe that there is a potential for a Superior Proposal to emerge, however the Qube Board is not aware of any Superior Proposal as at the date of the Scheme Meetings, and there is no certainty that any such proposal will emerge
✗	The tax consequences of transferring your Qube Shares pursuant to the Scheme may not be attractive to you

Independent Expert's Opinion

The Independent Expert (Grant Samuel) has concluded the total payment of \$5.20 cash per share is fair and reasonable. Accordingly, the Scheme is in the best interests of the non associated shareholders, in the absence of a superior proposal.

Grant Samuel has estimated the full underlying value of Qube, including a premium for control, to be in the range of \$4.93-5.41 per share. The total payment of \$5.20 cash per share falls within the value range. Accordingly, **Grant Samuel concludes the Scheme is fair.**



The full report of Grant Samuel & Associates Pty Ltd is contained within the Scheme Booklet.

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Board recommendation

The Qube Board has **carefully considered the terms of the Scheme and is unanimous in its view that the Scheme is in the best interests of Qube Shareholders and therefore recommends that Qube Shareholders vote in favour of the Scheme** in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that **the Scheme is in the best interests of Qube Shareholders** (other than UniSuper).

Each Qube Director has voted in favour of the Scheme in relation to all Qube Shares held or controlled by them, subject to these same qualifications.

The interest of the directors of Qube in Qube Shares are set out in section 10.1 of the Scheme Booklet. Qube Shareholders should have regard to those interests when considering how to vote on the Scheme.

No Superior Proposal has emerged, and the Qube Directors are not aware of any Superior Proposal that is likely to emerge.

Status of conditions precedent

The Scheme is subject to conditions precedent in relation to regulatory approvals. As at the date of the Scheme Meeting:

- Rubik has received authorisation from the Papua New Guinea Independent Consumer and Competition Commission; and
- Outstanding are approval, consent or clearance of the Australian Competition and Consumer Commission, the Foreign Investment Review Board, and the New Zealand Overseas Investment Office.

Rubik is continuing to progress each of the outstanding approvals with the relevant regulatory bodies. The ACCC statutory deadline under assessment as a phase 1 decision is the end of the determination period which is currently 19 June 2026 and OIO statutory deadline is early July.

Qube is also continuing to progress the outstanding required third-party consents under the specified contracts.¹

To allow sufficient time for the outstanding conditions precedent to be satisfied or waived, the Second Court Hearing has been rescheduled from 18 June 2026 to 7 July 2026.

The other key outstanding conditions precedent at this time are:

- approval of the Scheme by Qube Shareholders (the purpose of today's meetings); and
- approval of the Scheme by the Supreme Court of New South Wales.

¹ A number of these consents or waivers are subject to conditions that Qube expects will be satisfied as at the second court date.

Implementation timetable¹

Date	Event
Tuesday, 16 June 2026	General and UniSuper Scheme Meetings For Qube Shareholders to vote on the Scheme
Tuesday, 7 July 2026	Second Court Hearing For approval of the scheme
Wednesday, 8 July 2026	Effective Date and last day of trading of Qube Shares The date on which the Scheme becomes Effective and is binding on Qube Shareholders. The Court order will be lodged with ASIC and announced on the ASX. Last day of trading in Qube Shares – Qube suspended from trading on the ASX from close of trading
Tuesday, 14 July 2026	Special Dividend Record Date Date for determining entitlements to the Qube Special Dividend
Thursday, 23 July 2026	Special Dividend Payment Date Date on which the Special Dividend will be paid to Qube Shareholders
Friday, 24 July 2026	Scheme Record Date Date for determining entitlements to Scheme Consideration
Friday, 14 August 2026	Implementation Date Date on which the Scheme will be implemented and the Scheme Consideration will be provided to Scheme Shareholders

¹ All times and dates in the above timetable are references to the time and date in Sydney, Australia and all such times and dates are subject to change. Any changes will be announced by Qube to the ASX.

General Scheme Resolution

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That, subject to and conditional on Qube Shareholders passing each other Scheme Resolution (as defined in the Scheme Booklet) and pursuant to and in accordance with section 411 of the Corporations Act:

- a) the Scheme (as defined in the Scheme Booklet), the terms of which are contained in and more particularly described in the Scheme Booklet is agreed to (with or without any modifications or conditions as approved by the Court); and*
- b) the directors of Qube are authorised, subject to the terms of the Scheme Implementation Deed (as defined in the Scheme Booklet):*
 - i. to agree to such modifications or conditions as are thought fit by the Court; and*
 - ii. subject to approval of the Scheme by the Court, to implement the Scheme with any such modifications or conditions."*

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Questions and answer session



Valid proxies received on the General Scheme Resolution

	Number of votes cast	% of votes cast	Number of Qube Shareholders	% of Qube Shareholders
For	1,016,211,994	97.71%	1,829	78.63%
Open ¹	4,233,006	0.41%	197	8.47%
Against	19,552,740	1.88%	300	12.90%
Total	1,039,997,740	100.00%	2,326	100.00%
Abstain ²	3,817,194		29	
Requisite Majorities for resolution to pass		At least 75%		More than 50%

¹ Open proxies in favour of the Chairman will be voted in favour of the Scheme Resolution.

² Votes relating to a Qube Shareholder who abstains from voting are not counted in determining whether the Requisite Majorities have been met.

UniSuper Scheme Resolution

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That, subject to and conditional on Qube Shareholders passing each other Scheme Resolution (as defined in the Scheme Booklet) and pursuant to and in accordance with section 411 of the Corporations Act:

- a) the Scheme (as defined in the Scheme Booklet), the terms of which are contained in and more particularly described in the Scheme Booklet is agreed to (with or without any modifications or conditions as approved by the Court); and*
- b) the directors of Qube are authorised, subject to the terms of the Scheme Implementation Deed (as defined in the Scheme Booklet):*
 - i. to agree to such modifications or conditions as are thought fit by the Court; and*
 - ii. subject to approval of the Scheme by the Court, to implement the Scheme with any such modifications or conditions."*

Valid proxies received on the UniSuper Scheme Resolution

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	Number of votes cast	% of votes cast	Number of Qube Shareholders	% of Qube Shareholders
For	266,762,672	100.00%	1	100.00%
Open	-	-%	-	-%
Against	-	-%	-	-%
Total	266,762,672	100.00%	1	100.00%
Abstain	-		-	
Requisite Majorities for resolution to pass		At least 75%		More than 50%

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Thank you

