

ASX/MEDIA RELEASE

Asciano confirms receipt of proposal and granting of due diligence

1 July 2015

Asciano Limited (ASX:AIO) (OCTUS:AIOYY) (**Asciano**) refers to recent media speculation in relation to a proposal put forward to acquire 100% of the shares in Asciano.

Asciano confirms that on 26 June 2015 it received a confidential, indicative, non-binding and conditional proposal from Brookfield Infrastructure Group (**Brookfield**) to acquire Asciano at an implied value of \$9.05 per share in cash and scrip, by way of a scheme of arrangement. The consideration payable under the proposal would comprise a combination of cash and units in Brookfield's listed infrastructure fund, Brookfield Infrastructure Partners L.P.

The Board of Asciano, together with its advisers, concluded that it was in the interests of its shareholders to engage further with Brookfield on an exclusive basis to progress the proposal.

Discussions are at a very early stage and a number of significant steps need to be undertaken in order to progress to a formal proposal from Brookfield, including:

- Completion of comprehensive due diligence;
- Final approval of the investment committee of Brookfield Asset Management Inc. and the Board of Directors of Brookfield Infrastructure Partners LP; and
- Negotiation of satisfactory definitive documentation customary for a transaction of this nature.

The Board of Asciano notes that there is no certainty that the proposal will result in an offer for the Company, what the terms of any offer would be, or whether there will be a recommendation by the Board of Asciano. The Board also notes that this disclosure may result in Brookfield withdrawing its proposal. If the proposal does not proceed, the Board believes that Asciano has a very attractive independent future and that the Company is well positioned to continue to deliver strong growth.

The Board will update shareholders as appropriate.

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