

22 April 2026

ASX Announcement

ASX waiver received in connection with proposed Scheme

Qube Holdings Limited (ASX:QUB) (**Qube**) refers to its announcement on 16 February 2026 regarding 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**).

Qube has sought a waiver from ASX Listing Rule 7.40 for changes to the standard scheme implementation timetable prescribed by the ASX Listing Rules. The effect of this waiver is to permit Qube to implement the Scheme on an alternative timetable.

Qube has sought a waiver from ASX Listing Rule 7.40 consistent with the terms of the Scheme Implementation Deed between Qube and the Bidder to adjust the timing for implementation of the Scheme to facilitate the payment of a special dividend after the Scheme becomes effective, subject to the Qube Board (in its absolute discretion) deciding to declare and pay a special dividend. Qube intends to fully frank any special dividend declared and paid in accordance with the Scheme Implementation Deed. 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 Qube Shareholders on the Special Dividend Record Date. In addition, consistent with the Scheme Implementation Deed, changes have been made from the standard timetable to facilitate the Bidder's drawdown of funds for payment of the cash scheme consideration amount.

ASX waiver decision

The ASX has determined that:

Based solely on the information provided, ASX Limited ('ASX') grants Qube Holdings Limited (the 'Company') a waiver from Listing Rule 7.40 in connection with the timetable for the proposed acquisition of all of the outstanding ordinary shares in the Company by Rubik Australia Pty Limited, by way of a scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) (the 'Scheme') to the extent necessary to permit the Company not to follow the timetable set out in paragraph 10 of Appendix 7A, on the following conditions:

1.1 the Company provides disclosure for release to the market in the Scheme booklet and on the Scheme effective date, to ASX's satisfaction, regarding any consequences for investors trading in the Company's ordinary shares after the Scheme effective date; and

1.2 the proposed timetable does not change without the advance approval of ASX...

Further information

Qube anticipates that it will despatch the notices of meeting for the scheme meetings and a scheme booklet to Qube shareholders, following the first court hearing currently scheduled for 23 April 2026 in advance of the court-convened scheme meetings currently anticipated to be held in June 2026.

The Qube Board unanimously recommends that Qube shareholders vote in favour of the Scheme in the absence of a Superior Proposal (as that term is defined in the Scheme Implementation Deed) and subject to an independent expert concluding (and continuing to conclude) that the Scheme is in the best interests of Qube shareholders (other than UniSuper). Subject to those same qualifications, each member of the Qube Board intends to vote, or cause to be voted, any shares held or controlled by them in favour of the Scheme.

Authorised for release by:

**William Hara, General Counsel and Company Secretary
Qube Holdings Limited**

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