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Senior Vice President & Company Secretary

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ASX Market Announcements  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

13 September 2013

## BY ELECTRONIC LODGEMENT

### **Aurizon – Notice of Annual General Meeting, Proxy Form & Annual Report**

Please find **attached** a copy of the Notice of Annual General Meeting, accompanying Chairman's letter and Proxy Form (**Notice**) for the Aurizon Holdings Limited (**AZJ**) Annual General Meeting to be held on Wednesday 13 November 2013.

Copies of the Notice and Annual Report are being sent to all AZJ shareholders who have elected to receive a copy.

A copy of the Annual Report was provided to the ASX on Monday 19 August 2013 and is also available on the Company's website [aurizon.com.au](http://aurizon.com.au).

Yours faithfully



**Dominic D Smith**  
SVP & Company Secretary





Dear Shareholders

On behalf of the Board of Aurizon Holdings Limited (**Aurizon**), I am pleased to invite you to attend the Aurizon Annual General Meeting (**AGM**) on Wednesday, 13 November 2013 in the Boulevard Room at the Brisbane Convention and Exhibition Centre, Corner of Merivale and Glenelg Streets, South Brisbane.

The meeting is scheduled to start at 10:00am (Brisbane time).

Enclosed is the Notice of Meeting setting out the business of the AGM. For further details on the resolutions proposed at the AGM, please refer to the Explanatory Notes. I urge all shareholders to read this material carefully before voting on the proposed resolutions.

If you are not able to attend the meetings I encourage you to appoint a proxy to attend and vote on your behalf. You may appoint a proxy by:

- using the share registry's website at [investorvote.com.au](http://investorvote.com.au); or
- completing the enclosed proxy form

In order to be valid, online proxies and proxy forms must be received no later than **10:00am (Brisbane time) Monday 11 November 2013**.

If you plan to attend the meeting, please bring the enclosed proxy form to assist us in registering your attendance.

Shareholders are invited to join the Board for light refreshments at the conclusion of the meeting.

On behalf of all the Directors of Aurizon, we look forward to seeing you at the meeting.

Yours Sincerely

**John B Prescott AC**  
Chairman & Independent Non-Executive Director  
Aurizon Holdings Limited



# Aurizon Holdings Notice of 2013 Annual General Meeting

Aurizon Holdings Limited  
ABN 14 146 335 622



Image: Mt Arthur – Coal Loading

## Electronic Investor Communications

To assist us with our commitment to the environment you can elect to receive this document and others by email notification. For more information contact Computershare at [investorcentre.com/azj](http://investorcentre.com/azj)



[aurizon.com.au/investor](http://aurizon.com.au/investor)

# Notice of 2013 Annual General Meeting

Aurizon Holdings Limited ABN 14 146 335 622

Notice is given that Aurizon Holdings Limited (the **Company**) will hold its Annual General Meeting (**AGM**) at 10:00am (Brisbane time) on Wednesday, 13 November 2013 in the Boulevard Room at the Brisbane Convention and Exhibition Centre, Corner of Merivale and Glenelg Streets (enter via the Grey Street entrance), South Brisbane, Queensland, Australia 4101, for the purpose of transacting the business set out in this Notice of Meeting (**Notice**).

If you are unable to attend the meeting you are encouraged to complete and return the proxy form accompanying this Notice.

You can lodge your completed proxy form with the Company's Share Registry, Computershare by:

- mailing it to Computershare using the reply paid envelope;
- posting it to GPO Box 242, Melbourne VIC 3001 Australia;
- lodging it online at Computershare's website [investorvote.com.au](http://investorvote.com.au) and logging in using the control number found on the front of your accompanying proxy form, or scanning the QR code on the front of the accompanying Proxy Form with your mobile device and inserting your postcode;
- faxing it to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting [intermediaryonline.com](http://intermediaryonline.com).

The completed proxy form must be received by Computershare no later than 10:00am (Brisbane time) on Monday, 11 November 2013.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item by marking the appropriate box on the proxy form.

## Business

### 1. Financial Statements and Reports

To receive and consider the Financial Statements, Directors' Report and independent Auditor's Report of the Company and its controlled entities for the financial year ended 30 June 2013.

*Note: There is no vote on this item.*

### 2. Election of Directors

To consider and, if thought fit, pass the following as separate ordinary resolutions:

- a) "That, Mr Russell Caplan, who retires by rotation and being eligible, be re-elected as a Director of the Company."
- b) "That, Ms Andrea Staines, who retires by rotation and being eligible, be re-elected as a Director of the Company."
- c) "That, Mr Gene Tilbrook, who retires by rotation and being eligible, be re-elected as a Director of the Company."

### 3. Grant of Performance Rights to Managing Director & CEO

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That approval be given for all purposes under the Corporations Act and the ASX Listing Rules including ASX Listing Rule 10.14, for the grant to the Managing Director & CEO, Mr Lance E Hockridge, of up to 432, 373 Performance Rights under the Company's Long Term Incentive Plan on the terms summarised in the Explanatory Notes to this Notice."

### 4. Remuneration Report

To consider and, if thought fit, to pass the following as a non-binding ordinary resolution:

"That the Remuneration Report for the financial year ended 30 June 2013, be adopted."

*Note: This resolution is advisory only and does not bind the Directors or the Company.*

#### Additional Information

The Explanatory Notes set out on pages 3 to 5 provide more information on each of the items of business. Items 3 and 4 set out above are subject to voting exclusions, details of which are set out on pages 5 to 7 and which form part of this Notice.

By order of the Board



Dominic D Smith  
Company Secretary  
Brisbane, 13 September 2013

# Explanatory Notes

The following Explanatory Notes have been prepared for the information of shareholders in relation to the business to be conducted at the Company's 2013 AGM.

The purpose of these notes is to provide shareholders with information they reasonably require to decide how to vote upon the resolutions. The Board recommends that shareholders read these notes before determining whether or not to support a resolution.

## Item 1: Financial Statements and Reports

The Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2013 will be tabled at the meeting.

There is no requirement for shareholders to approve these reports. The Chairman of the meeting will, however, allow a reasonable opportunity for shareholders to ask questions on the reports and management of the Company at the meeting.

Shareholders will also be given a reasonable opportunity to ask a representative of the Company's auditor, PwC, questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

The Company's 2013 Annual Report is available on the Company's website [aurizon.com.au](http://aurizon.com.au).

## Item 2: Election and Re-election of Directors

The Company's Constitution requires that an election of Directors must take place each year.

Mr Caplan, Ms Staines and Mr Tilbrook have been Directors of the Company since 14 September 2010 and, being eligible, offer themselves for re-election.

The Board considers that individually and collectively the Company's Directors need to bring a level of skill, capability and experience that enables the Board to discharge its responsibilities effectively.

The Board's policy on board composition is to ensure that at all times, and through succession planning, there will be an appropriate mix of skills and experience so as to provide on an ongoing basis, the necessary breadth and depth of knowledge which is required to meet the Company's responsibilities and objectives.

The Board is satisfied that each Director who is standing for re-election is independent.

A formal review of the performance of all Directors who held office during the year, including those Directors standing for re-election, was undertaken. The review processes are described in the Corporate Governance Statement of the 2013 Annual Report on pages 49 to 56. Based on the review, the Board recommends to shareholders that Directors standing for re-election be re-elected.

Biographical details, skills and experience of Mr Caplan, Ms Staines and Mr Tilbrook are set out below and on pages 22 to 24 of the 2013 Annual Report.

### 2(a): Mr Russell R Caplan

*Independent Non-Executive Director LLB, FAICD, FAIM*

Mr Caplan has extensive international experience in the oil and gas industry. In a 42-year career with Shell, he held senior roles in the upstream and downstream operations and corporate functions in Australia and overseas. From 1997 to 2006 he had senior international postings in the UK, Europe and the USA. From 2006 to July 2010 he was Chairman of the Shell Group of Companies in Australia.

Mr Caplan is Chairman of the Melbourne and Olympic Parks Trust, Chairman of the Cooperative Research Centre for Contamination Assessment and Remediation of the

Environment, a Non-Executive Director (and Chairman elect) of Orica Limited and member of the Board of the Committee for the Economic Development of Australia (CEDA).

Mr Caplan is a former Non-Executive Director of Woodside Petroleum Limited and the former Chairman of the Australian Institute of Petroleum.

Mr Caplan is the Chair of the Remuneration, Nomination & Succession Committee and a Member of the Audit, Governance & Risk Management Committee.

### Board Recommendation:

**The Board (with Mr Russell Caplan abstaining), recommends that shareholders vote in favour of the re-election of Mr Russell Caplan as a Director of the Company.**

The Chairman of the meeting intends to vote all available proxies in favour of the re-election of Mr Russell Caplan.

### 2(b): Ms Andrea J P Staines

*Independent Non-Executive Director BEcon, MBA, FAICD*

Ms Staines has extensive corporate, financial and commercial experience and advisory experience in governance, strategy and risk management.

Ms Staines is a Director of Goodstart Early Learning and NSW Transport Advisory Board. Former Directorships include the Australian Rail Track Corporation, Gladstone Ports Corporation, North Queensland Airports, Allconnex Water and Early Learning Services (now G8).

Ms Staines is a former Chief Executive Officer of Australian Airlines, a Qantas subsidiary she co-launched in 2002 as a member of the carrier's 12-person senior team. She previously held various financial, strategy and economic roles at Qantas. Prior to this, she held various financial roles at American Airlines' headquartered in Dallas, USA. Ms Staines is a Member of CEW (Chief Executive Women).

Ms Staines is a Member of the Audit, Governance & Risk Management Committee and the Remuneration, Nomination & Succession Committee.

### Board Recommendation:

**The Board (with Ms Andrea Staines abstaining), recommends that shareholders vote in favour of the re-election of Ms Andrea Staines as a Director of the Company.**

The Chairman of the meeting intends to vote all available proxies in favour of the re-election of Ms Andrea Staines.

### 2(c): Mr Gene T Tilbrook

*Independent Non-Executive Director BSc, MBA, FAICD*

Mr Tilbrook has broad experience in corporate strategy, investment and finance. He joined Wesfarmers in 1985 and was an Executive Director from 2002 to 2009. Between 2000 and 2006, when Wesfarmers was a joint owner of the Australian Railroad Group (ARG), he was a Director of ARG and Chairman of Westnet Rail.

Mr Tilbrook is a Director of Fletcher Building, GPT Group and Orica Limited. He is also a Director of the Bell Shakespeare Company and the Committee for Perth. He is also a Councillor for Curtin University and the Australian Institute of Company Directors WA.

Mr Tilbrook is the Chair of the Audit, Governance & Risk Management Committee and a Member of the Remuneration, Nomination & Succession Committee.

### Board Recommendation:

The Board (with Mr Gene Tilbrook abstaining), recommends that shareholders vote in favour of the re-election of Mr Gene Tilbrook as a Director of the Company.

The Chairman of the meeting intends to vote all available proxies in favour of the re-election of Mr Gene Tilbrook as a Director of the Company.

### Item 3: Grant of Performance Rights to the Managing Director & CEO

In accordance with ASX Listing Rule 10.14, shareholder approval is being sought for the proposed grant of 432, 373 Performance Rights to the Company's Managing Director & CEO Mr Lance E Hockridge. This equates in value with 100% of Mr Hockridge's fixed annual remuneration. This is the same value of Performance Rights, as a percentage of fixed annual remuneration, that was issued to Mr Hockridge at the time of listing. The award of Performance Rights to Mr Hockridge under the Company's Long Term Incentive Plan is on the terms set out below.

Approval is being sought to allow the Company flexibility to either issue new shares or to purchase shares on-market for allocation to Mr Hockridge upon vesting of the Performance Rights.

#### Long Term Incentive Plan – Terms and Conditions

Information on the general operation of the Long Term Incentive Plan is set out in the Company's Remuneration Report.

Performance Rights will be granted at no cost to Mr Hockridge and no amount is payable upon vesting of the Performance Rights. Performance Rights will be granted under, and subject to, the rules of the Company's Long Term Incentive Plan. Performance Rights do not carry any dividend or voting rights prior to vesting.

Each Performance Right entitles Mr Hockridge to one fully paid ordinary share in the capital of the Company, subject to the satisfaction of performance conditions described below. Shares allocated on vesting of Performance Rights will rank equally with current shares on issue in the same class.

If the Board determines that the performance conditions are satisfied, the Performance Rights will be automatically exercised. On vesting and exercise of the Performance Rights new shares may be issued or existing shares may be acquired on-market and allocated to Mr Hockridge.

If shareholder approval is obtained, it is intended that the Performance Rights will be granted shortly after the AGM and in any event no later than 12 months after the meeting or any adjournment of the meeting.

#### Performance Conditions

The Performance Rights to be granted to Mr Hockridge will be subject to three performance hurdles. Performance Rights will only vest on the satisfaction of the relevant performance hurdles measured over the three-year period following the award (**performance period**) or a re-testing which will occur one year thereafter.

#### TSR Performance

25% of the grant will be assessed with reference to total shareholder return (TSR) over the performance period relative to a peer group of companies (i.e. specified companies currently in the ASX 100). Broadly, TSR is the growth in share price plus dividends notionally reinvested in shares. The level of performance required for each level of vesting and the percentage vesting associated with each level of performance in relation to the 'TSR' performance hurdle of the award are set out in the following table:

Relative TSR growth hurdle	
Performance outcome (as at 30/06/2016)	% of TSR Performance Rights to vest
Below the 50 <sup>th</sup> percentile	No vesting of Rights will occur
At the 50 <sup>th</sup> percentile	50% of the TSR Performance Rights will vest
Between the 50 <sup>th</sup> and 75 <sup>th</sup> percentile	Vests pro-rata on a straight-line basis
At or above the 75 <sup>th</sup> percentile of the peer group	100% of the TSR Performance Rights will vest

#### EPS Performance

Another 25% of the grant will require the achievement of an average increase in earnings per share (EPS). EPS growth measures the growth in earnings on a per share basis. The level of performance required for each level of vesting and the percentage vesting associated with each level of performance in relation to the 'EPS' performance hurdle of the award are set out in the table below:

EPS growth hurdle	
Performance outcome (as at 30/06/2016)	% of EPS performance Rights to vest
Average Annual EPS growth is less than 7.5%	No vesting of EPS Performance Rights will occur
Average Annual EPS growth is at 7.5%	50% of the EPS Performance Rights will vest
Average Annual EPS growth is between 7.5% and 10%	Vests pro-rata on a straight-line basis
Average Annual EPS growth is 10% or more	100% of the EPS Performance Rights will vest

#### Operating Ratio Performance

50% of the grant will require a reduction in the Operating Ratio of the Company to 73% by the end of the performance period (measured for the FY16 year). The 'Operating Ratio'<sup>1</sup> is calculated as 1-EBIT margin expressed as a percentage.<sup>1</sup> The level of performance required for each level of vesting and the percentage vesting associated with each level of performance in relation to the 'Operating Ratio' performance hurdle of the award are set out in the table below:

Operating Ratio improvement hurdle	
Performance outcome (as at 30/06/2016)	% of Operating Performance Rights to vest
Operating Ratio more than 75%	No vesting of Operating Ratio Performance Rights will occur
Operating Ratio 75%	50% of the Operating Ratio Performance Rights will vest
Operating Ratio between 75% and 73%	Vests pro-rata on a straight-line basis
Operating Ratio 73% or less	100% of the Operating Ratio Performance Rights will vest

Generally, Mr Hockridge must be employed with the Company as at the date of vesting to achieve the proposed award.

<sup>1</sup> Future remuneration targets in respect of FY2015 and FY2016 will include diesel fuel rebate as revenue for the purposes of calculating 'Operating Ratio'.

### Change of Control and Cessation of Employment

In addition to the circumstances set out above, the Directors also have discretion to determine that early vesting of a Performance Right will occur if there is a takeover bid, scheme of arrangement or some other change of control transaction of the Company for the purposes of the Long Term Incentive Plan Rules.

Where Mr Hockridge ceases employment with the Company (other than for cause), the Performance Rights may, at the Board's discretion, either be retained by Mr Hockridge as unvested equity under the Long Term Incentive Plan until they either vest or lapse in accordance with their terms, or may be received by him as a pro rata vesting on the basis of the Company's performance during the period from the grant to the termination date.

The Board may also, in its discretion, decide to accelerate the vesting of some or all of the Performance Rights held by Mr Hockridge in specified circumstances including death, total and permanent disablement or cessation of employment for other reasons (as determined by the Board).

### Other Information

In relation to the Company's Long Term Incentive Plan:

- Mr Hockridge is the only Director entitled to participate in the Long Term Incentive Plan and is therefore the only director who has received securities under the Long Term Incentive Plan since the last approval on 21 November 2012.
- There is no loan scheme operating in relation to the Performance Rights.
- Mr Hockridge is prohibited from hedging the share price exposure in respect of the Performance Rights during the performance period applicable to those rights.
- Mr Hockridge holds 1,742,942 Performance Rights issued under the Long Term Incentive Plan. These Performance Rights were granted at no cost to Mr Hockridge and no amount is payable upon vesting of those Performance Rights. Rights issued under the Deferred Short Term Incentive Plan have vested and the plan terminated.

The resolution seeks shareholder approval of a share-linked incentive payment to Mr Hockridge.

If the resolution is not approved, the Board will instead seek to negotiate alternative long-term incentives to the value of those proposed to be granted to Mr Hockridge including for example cash payments. Any incentives granted will be subject to performance hurdles.

### Voting Exclusion Statement

A voting exclusion applies to this resolution. Please refer to the Voting Notes section for further detail.

### Board Recommendation:

**The Board (with Mr Lance E Hockridge abstaining), considers the grant of Performance Rights to the MD & CEO appropriate in all the circumstances and recommends that shareholders vote in favour of the grant.**

The Chairman of the meeting intends to vote all available proxies in favour of Item 3.

### Item 4: Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2013 (**Remuneration Report**) is set out on pages 28 to 48 of the 2013 Annual Report.

The Remuneration Report explains the Board's practices in relation to the objectives and structure of remuneration and provides specified details of the components of Directors and senior executives' remuneration, including performance conditions.

The Chairman of the meeting will allow a reasonable opportunity for discussion on the Remuneration Report at the meeting.

Shareholders will be asked to vote on the Remuneration Report. However, in accordance with the Corporations Act, this vote is of an advisory nature only and does not bind the Company or its Directors.

### Voting Exclusion Statement

A voting exclusion applies to this resolution. Please refer to the Voting Notes section for further detail.

### Board Recommendation:

**The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.**

The Chairman of the meeting intends to vote all available proxies in favour of Item 4.

## Voting Notes

### Voting Entitlement

The Board has determined in accordance with the Company's Constitution, regulation 7.11.37 of the Corporations Regulations 2001 (Cth) and ASX Settlement Operating Rule 5.6.1, that a person's entitlement to vote at the AGM will be taken to be the entitlement for that person as set out in the Register of Members at 7:00pm (Sydney time) on Monday, 11 November 2013.

Transactions registered after that time will, accordingly, be disregarded in determining which shareholders are entitled to attend and vote at the meeting.

### Methods of Voting

Shareholders can vote in the following ways:

- By attending the meeting and voting either in person or, by attorney or, in the case of corporate shareholders, by corporate representative.
- By appointing a proxy to vote on their behalf using the proxy form enclosed with this Notice or online at Computershare's website: [investorvote.com.au](http://investorvote.com.au) or by scanning the QR code on the front of the accompanying Proxy Form with your mobile device and inserting your postcode.

### Attending the Meeting

If you attend the meeting, please bring your personalised proxy form with you. The bar code at the top of the form will help you to register. If you do not bring your form with you, you will still be able to attend the meeting but representatives from Computershare will need to verify your identity. You will be able to register from 9:00am (Brisbane time) on the day of the meeting.

### Corporate Shareholders

Corporate shareholders who wish to appoint a representative to attend the meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative.

The authorisation may be effective either for this meeting only or for all meetings of the Company. Shareholders can download and fill out the “Appointment of Corporate Representative” form from the Computershare website: [investorcentre.com/azj](http://investorcentre.com/azj).

The form is available by clicking on the “Downloadable Forms” tab on the information menu.

### Voting by Proxy

If you are entitled to attend and vote at the meeting, you can appoint a proxy to attend and vote on your behalf.

A proxy need not be a shareholder of the Company and may be an individual or a body corporate.

A personalised proxy form is included with this Notice.

If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you do not specify a proportion or number, each proxy may exercise half of the votes. If you require a second proxy form, please contact Computershare Investor Services Pty Limited on 1800 776 476 (within Australia) or +61 3 9938 4376 (outside Australia). If you are an employee, call 1800 113 712 (within Australia) or +61 3 9938 4351 (outside Australia).

If you appoint a proxy, the Company encourages you to direct your proxy on how to vote by marking the appropriate boxes on the proxy form.

### Lodging Your Proxy Form

You can lodge your completed proxy form by:

- Mailing it to Computershare using the reply paid envelope.
- Posting it to GPO Box 242, Melbourne VIC 3001 Australia.
- Lodging it online at Computershare’s website [investorvote.com.au](http://investorvote.com.au) and logging in using the control number found on the front of your accompanying proxy form, or scanning the QR code on the front of the accompanying Proxy Form with your mobile device and inserting your postcode:  
*Note: You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website.*
- Faxing it to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- Intermediary Online subscribers (Institutions / Custodians) may lodge their proxy instruction online by visiting [intermediaryonline.com](http://intermediaryonline.com).

Your completed proxy form (and any necessary supporting documentation) must be lodged online or received by Computershare no later than 10:00am (Brisbane time) on Monday, 11 November 2013, being 48 hours before the commencement of the meeting.

If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be received by Computershare by 10:00am (Brisbane time) on Monday, 11 November 2013 unless it has been previously provided to Computershare.

If you appoint a proxy, you may still attend the meeting. However, your proxy’s rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the meeting.

### Voting Exclusion

For all resolutions that are directly or indirectly related to the remuneration of a member of the ‘Key Management Personnel’ (including the Directors) of the Company (KMP)

(being the resolutions in respect of Items 3 and 4), the Corporations Act 2001 (Cth) (**Corporations Act**) restricts KMP and their closely related parties from voting in certain circumstances. Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

In addition, a voting restriction applies in respect of Item 3 under the ASX Listing Rules.

### Item 3 (Grant of Performance Rights to the Managing Director & CEO)

With respect to Item 3, the Company will disregard any votes cast on Item 3 by:

- the Managing Director & CEO, Mr Lance Hockridge (being the only Director of the Company who is eligible to participate in any employee incentive scheme in relation to the Company); and
- an associate of Mr Hockridge.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Company is required under the Corporations Act to disregard any votes cast in their capacity as a proxy on the proposed resolution in Item 3 by a member of the KMP, or a closely related party of that person, where the appointment as proxy does not specify the way the proxy is to vote on the proposed resolution.

However, this restriction will not apply to the Chairman of the meeting where the appointment expressly authorises the Chairman to exercise the proxy on the proposed resolution in Item 3 even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP. The Chairman of the meeting intends to vote undirected proxies in favour of Item 3.

### Undirected Proxy Voting by the Chairman of the Meeting on Item 3

If you appoint the Chairman of the meeting as your proxy and you do not direct your proxy how to vote on Item 3 on the proxy form, you will be expressly authorising the Chairman of the meeting to exercise your proxy even if Item 3 is connected directly or indirectly with the remuneration of a member of the KMP.

### Item 4 (Remuneration Report)

The Company is required under the Corporations Act to disregard any votes cast (in any capacity) on the proposed resolution in Item 4 by or on behalf of:

- a member of the KMP (details of whose remuneration are included in the Remuneration Report); and
- a closely related party of those persons (such as close family members or a company the person controls),

whether as shareholder or proxyholder. However, this restriction will not prevent such a person casting a vote on the proposed resolution in Item 4 by a member of the KMP, or a closely related party of a member of the KMP, if the person does so as a proxy where the appointment specifies how the proxy is to vote on the proposed resolution (and the vote is being cast on behalf of a person who would not themselves be precluded from voting on the resolution).

The Chairman of the meeting intends to vote undirected proxies in favour of Item 4.

#### **Proxy Voting by the Chairman of the Meeting on Item 4**

If the Chairman of the meeting is your proxy or is appointed your proxy by default and you do not direct your proxy to vote “for”, “against” or “abstain” on Item 4 of the proxy form, you are directing the Chairman of the meeting to vote in favour of Item 4 even if that item is connected directly or indirectly with the remuneration of a member of the KMP.

#### **Undirected and Directed Proxies**

If you appoint the Chairman of the meeting or the Directors or executives identified as “Key Management Personnel” (KMP) (see below) as your proxy, you should direct your proxy how to vote in respect of Item 3 (Grant of Performance Rights to the Managing Director & CEO) and Item 4 (Remuneration Report) if you want your shares to be voted on these Items.

If you leave your proxy form undirected on Items 3 or 4, no Director (other than the Chairman of the meeting) or other member of the KMP (or their closely related parties) will be able to vote your shares on these items. In the case of the Chairman of the meeting, he will be able to vote your proxy on these items if you mark the appropriate box on the proxy form authorising him to do so.

Where he is permitted to do so, the Chairman of the meeting will vote all available proxies on, and in favour of, all of the motions.

The following persons have been identified as the Company’s KMP – Mr Lance Hockridge (Managing Director & CEO), Mr Michael Carter (Executive Vice President Network), Mr Mike Franczak (Executive Vice President Operations), Mr Alex Kummant (Executive Vice President Enterprise Strategy), Mr Ken Lewsey (Executive Vice President Business Development), Mr Keith Neate (Executive Vice President & Chief Financial Officer), Mr Greg Pringle (Executive Vice President Enterprise Services), Mr Greg Robinson (Executive Vice President Business Sustainability), Mr Paul Scurrah (Executive Vice President Commercial & Marketing) and Mr John Stephens (Executive Vice President Human Resources). Mr Lindsay Cooper (former Executive Vice President & Chief Executive Officer, Coal Operations) and Ms Deborah O’Toole (former Executive Vice President & Chief Financial Officer) are not, at the date of this Notice, employees of the Company. However, in accordance with the Corporations Act it is considered that Mr Cooper and Ms O’Toole continue to be members of the KMP for the purposes of the 2013 AGM and as such, will be considered in the same manner as other members of the KMP listed above.

If you appoint a proxy, the Company encourages you to clearly instruct your proxy how to vote on each Item by marking the appropriate boxes on the proxy form.

#### **Poll**

Voting on all items will be determined by a poll at the meeting rather than a show of hands.

Shareholders and proxy holders attending the meeting will be provided with poll voting cards. Shareholders not attending the meeting may use the enclosed proxy form.

#### **Questions from Shareholders**

Discussion may take place on all the items of business set out in this Notice, prior to shareholders being asked to vote. Shareholders will have the opportunity to ask questions (including an opportunity to ask questions of the auditor). In addition, Board members and senior executives will be available in the foyer area after the meeting.

#### **Webcast**

A webcast of the meeting will be available after the conclusion of the meeting on the Company’s website [aurizon.com.au](http://aurizon.com.au). If you attend the meeting in person you may be included in photographs or the webcast recording.

#### **Results of the Meeting**

Voting results will be announced on the Australian Securities Exchange (ASX) as soon as practicable after the meeting and will also be made available on the Company’s website [aurizon.com.au](http://aurizon.com.au).

# How to get to the Annual General Meeting

The Annual General Meeting is to be held in the Boulevard Room at the Brisbane Convention and Exhibition Centre (BCEC), Corner of Merivale and Glenelg Streets, South Brisbane, Queensland, Australia 4101. Enter the BCEC via the Grey Street Entrance, follow the signs up the escalators or via the lift to the Boulevard Level (see diagram in green below). The BCEC is in the South Bank precinct and is centrally located in Brisbane and accessible by car and public transport.

## Car

There are 1,500 undercover parking spaces available at the BCEC, accessed by Merivale Street. A schedule of fees for parking at the venue is available at: [bcec.com.au/index.php/car-parking](http://bcec.com.au/index.php/car-parking)

## Train

South Brisbane Train Station is adjacent to the BCEC on Grey Street, with direct Air Train services. Train timetables are available at: [translink.com.au](http://translink.com.au). Airport to the South Brisbane Train Station is approximately a 22min ride by Airtrain.

## Bus

South Bank precinct is serviced by two bus stations: The Cultural Centre Busway on Melbourne Street and the South Bank Busway corner of Colchester and Tribune Streets, South Brisbane.

## CityCat

The CityCat is a popular and speedy way to travel the river. The CityCat terminal is located on the riverside promenade in the South Bank precinct. CityCats operate daily from 5:30am to 10:30pm.

For train, bus and City Cat timetable information please telephone TransLink on 131 230 or visit: [translink.com.au](http://translink.com.au).

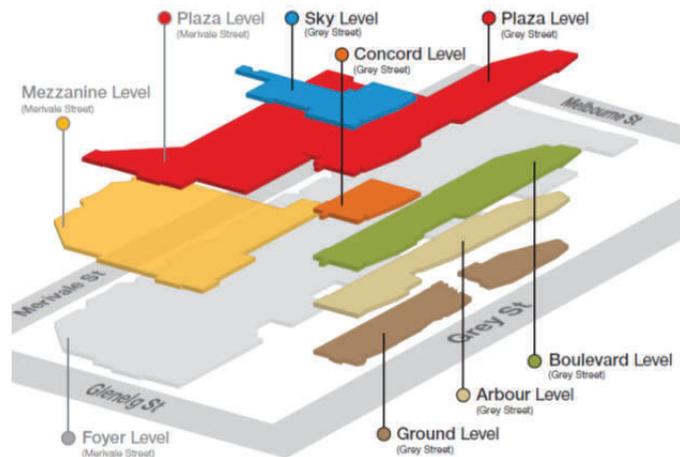
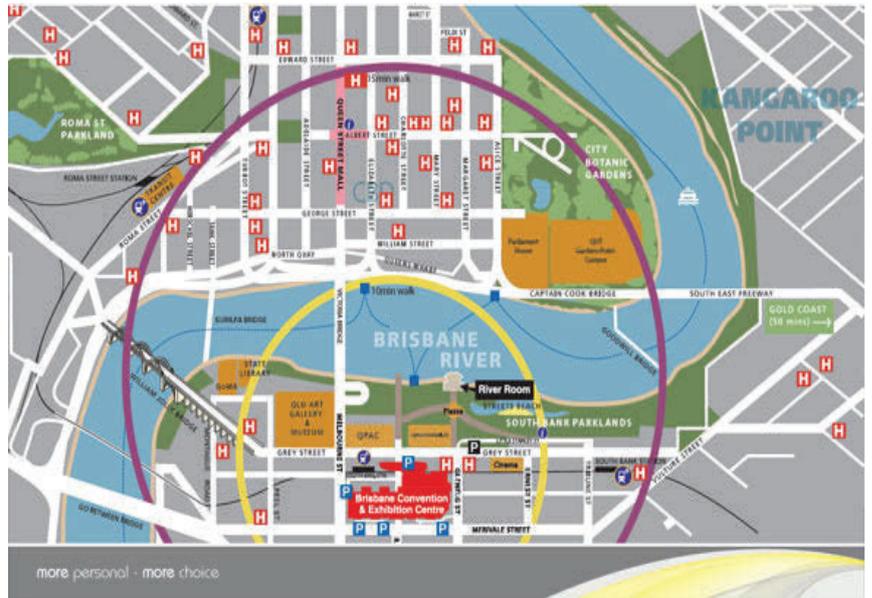
## Taxi

There is a taxi drop-off area at BCEC's Grey Street Entrance, as well as a designated taxi rank at BCEC's Merivale Street Main Entrance.

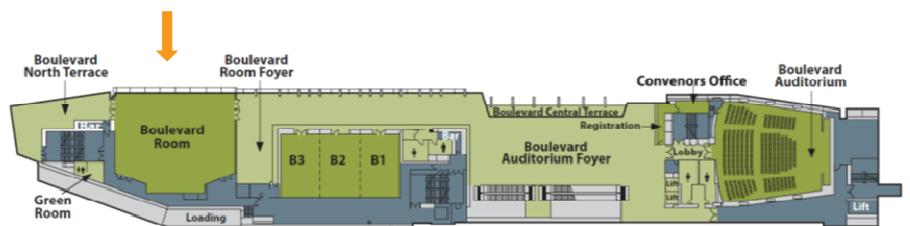
## Accessibility

Designated access car parking bays are conveniently located close to the car park entrance lobbies in car parks 1 and 2 and all areas of the BCEC can be accessed by lifts and ramps.

Unisex wheelchair-accessible restrooms are located on every level through all foyers, exhibition and concourse areas.



**Aurizon 2013 AGM**  
(Accessible via the Grey Street Entrance)





**Aurizon Holdings Limited**  
ABN 14 146 335 622



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— 000001 000 AZJ  
MR SAM SAMPLE  
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**Proxy Form**



**Vote and view the annual report online**

Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.  
Follow the instructions on the secure website to vote.



**Your access information that you will need to vote:**

**Control Number: 999999**

**SRN/HIN: I9999999999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

**For your vote to be effective it must be received by 10:00am (Brisbane time) on Monday, 11 November 2013**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions for Postal Forms**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com/azj](http://www.investorcentre.com/azj) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

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MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Aurizon Holdings Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Aurizon Holdings Limited to be held in the Boulevard Room at the Brisbane Convention and Exhibition Centre, Corner of Merivale and Glenelg Streets, South Brisbane, Queensland, Australia 4101 on Wednesday, 13 November 2013 at 10:00am (Brisbane time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 3 (Grant of Performance Rights to Managing Director & CEO) and Item 4 (Remuneration Report (non-binding ordinary resolution)) (except where I/we have indicated a different voting intention below) even though Item 3 (Grant of Performance Rights to Managing Director & CEO) and Item 4 (Remuneration Report (non-binding ordinary resolution)) are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** The Chairman of the Meeting intends to vote undirected proxies in favour of Item 3 (Grant of Performance Rights to Managing Director & CEO) and Item 4 (Remuneration Report (non-binding ordinary resolution)).

If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 3 (Grant of Performance Rights to Managing Director & CEO) and Item 4 (Remuneration Report (non-binding ordinary resolution)) by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
2 a)	Re-election of Mr Russell Caplan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 b)	Re-election of Ms Andrea Staines	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 c)	Re-election of Mr Gene Tilbrook	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Grant of Performance Rights to Managing Director & CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_