



ADOPTED BY THE BOARD BY ON 4 JUNE 2007

Independence of Directors Guidelines

Asciano Limited

ABN 26 123 652 862

A handwritten signature in blue ink, appearing to read "John Mullen", written over a horizontal dotted line.

John Mullen
Chief Executive Officer

A handwritten signature in blue ink, appearing to read "Fiona Mead", written over a horizontal dotted line.

Fiona Mead
Company Secretary

UPDATES

4 June 2007 Adopted by the Board.

ASCIANO LIMITED

INDEPENDENCE OF DIRECTORS

GUIDELINES

1. **Introduction**

These guidelines will assist the Board to assess the independence of each Director of Asciano Limited ("**Asciano**") from Asciano. The Board will review these guidelines annually to ensure that they remain appropriate for Asciano.

These guidelines do not consider the separate issue of the independence of each Director from the Toll Holdings group. This is because each Director is required to provide to the ACCC a personal undertaking that the director will be independent of the Toll Holdings group. This requirement arose as part of the Toll Restructure which created Asciano.

2. **Guidelines for assessing independence of a Director**

A Director will be considered independent of Asciano if they have no business or other relationship that could materially interfere with - or could reasonably be perceived to materially interfere with - the independent exercise of their judgement as a Director of Asciano.

Examples of such relationships include:

- Being a substantial securityholder of Asciano or an officer of, or otherwise associated directly with, a substantial securityholder of Asciano.
- Being employed, or within the last three years having been employed in an executive capacity by Asciano or another Asciano group member, and there has not been a period of at least three years between ceasing such employment and serving on the Board.
- Being within the last three years a principal of a material professional adviser or a material consultant to Asciano or another Asciano group member, or an employee materially associated with the service provided.
- Being a material supplier or customer of Asciano or another Asciano group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer.
- Having a material contractual relationship with Asciano or another Asciano group member other than as a Director of Asciano.

Family ties and cross-directorships may be relevant in considering interests and relationships which may compromise independence, and should be disclosed by Directors to the Board.

The Board will consider materiality from the perspective of both Asciano and its directors.

3. **Annual review of independence**

The Board will review at least annually the independence of each Director from Asciano in light of these guidelines and their interests disclosed to the Board. Each non-executive Director should provide to the Board all information that may be relevant to this assessment.

4. **Reporting**

Directors considered by the Board to be independent from Asciano will be identified as such in the corporate governance section of Asciano's Annual Report.

The Board will state its reasons if it considers a Director to be independent from Asciano notwithstanding the existence of a business or other relationship that could materially interfere with - or could reasonably be perceived to materially interfere with - the independence exercise of their judgement. The corporate governance section of Asciano's Annual Report will disclose the existence of any such relationships.

If a Director's independence status changes, this will be immediately disclosed and explained to the market.