

12 August 2016

Dear Shareholder,

AUSENCO LIMITED SCHEME OF ARRANGEMENT

You will by now have received the Scheme Booklet which deals with the proposed Scheme of Arrangement between Resource Capital Fund VI L.P. (**RCF**) and Ausenco Limited (**Scheme of Arrangement**). As previously advised, **two shareholder meetings will be held in connection with the Scheme of Arrangement. Both meetings will be held in Brisbane on 25 August, 2016.** The Scheme Meeting will be preceded by an Extraordinary General Meeting (**EGM**) to consider a resolution which is necessary for the Scheme to proceed. The EGM will commence at 10:00 am AEST and the Scheme Meeting will commence on the later of 10:30 am (AEST) and the completion of the EGM.

Information on the venue for both meetings and the resolutions to be considered is given in the ASX release which accompanies this letter and dealt with in more detail in the Scheme Booklet.

The Ausenco Independent Board Committee (IBC) continues to recommend that you vote in favour of the resolutions to be considered at the EGM and the Scheme Meeting.

You may vote on the resolutions by attending the meetings and voting in person or by Proxy.

Please note that the EGM Resolution is separate to the Scheme Resolution. Provided you intend to vote on both matters, please ensure that you vote for the relevant resolution for each meeting in order for your votes to be properly cast and counted (i.e. you are entitled to vote on two matters and the IBC encourages you to vote on both).

If voting by proxy, please vote promptly by voting online at www.investorvote.com.au or by mailing or faxing your completed proxy forms so that they are received by 10.30am (AEST), Tuesday, 23 August 2016. The Control Numbers which were included in your applicable Proxy / Notice of Direction Form and which enable lodging of your proxies online for each separate resolution are: EGM Resolution (**138684**) and Scheme Resolution (**138677**).

If mailing your proxy form, please be aware that it can take up to 3 business days to receive your proxy forms if they are returned by post (within Australia). You should take this timing into account if returning your proxy forms by post.

If you have any questions in relation to the Scheme Booklet, the Scheme of Arrangement, the EGM or the Scheme meeting please contact the Ausenco Shareholder Information Line on 1800 206 847 (within Australia) or +61 1800 206 847 (outside Australia). The Shareholder Information Line is open between 8.30am and 5.30pm (AEST).

Yours sincerely
AUSENCO LIMITED



George Lloyd
Chairman

12 August 2016

ASX Media Release

Scheme Meeting and EGM to be held on Thursday 25 August 2016

Ausenco Limited (**Ausenco**) (**ASX:AAX**) reminds Ausenco Shareholders that its EGM and Scheme Meeting will be held on Thursday, 25 August 2016 at the Brisbane Convention & Exhibition Centre, Meeting Rooms M1 & M2, Corner Merivale & Glenelg Streets, Southbank Queensland 4101.

The EGM will be held at 10.00am (AEST) and the Scheme Meeting will be held at 10.30am (AEST) or immediately following the EGM (whichever is later).

You are encouraged to vote either by attending the meetings in person or else by proxy.

Please note that the EGM Resolution is separate to the Scheme Resolution. Provided you intend to vote on both matters, please ensure that you vote for the relevant resolution for each meeting in order for your votes to be properly cast and counted (i.e. you are entitled to vote on two matters and the IBC encourages you to vote on both).

If voting by proxy please vote promptly by voting online at www.investorvote.com.au or by mailing or faxing your completed proxy forms so that they are received by 10.30am (AEST), Tuesday, 23 August 2016. The Control Numbers which were included in your applicable Proxy / Notice of Direction Form and which enable lodging of your proxies online for each separate resolution are: EGM Resolution (**138684**) and Scheme Resolution (**138677**).

Information on how to vote is set out on pages 6-8 of the Scheme Booklet. If, for any reason, you have not received a Scheme Booklet, please contact the Ausenco Shareholder Information Line (details below).

Please note that, according to the standard timetable for postal deliveries in Australia published on Australia Post's website, it can take up to 3 business days to receive your proxy forms if they are returned by post (within Australia). You should take this timing into account if returning your proxy forms by post.

Full details regarding the EGM and the Scheme are disclosed in the Scheme Booklet which was released on the ASX on 20 July 2016 and sent to Ausenco Shareholders (either by post or electronically).

IBC recommendation remains unchanged

The Ausenco Independent Board Committee (**IBC**) continues to unanimously recommend that eligible Ausenco shareholders vote in favour of the Scheme Resolution and the EGM Resolution, in the absence of a superior proposal. In addition, members of the IBC have not changed their intention to vote in favour of the Scheme Resolution and EGM Resolution in relation to all the Ausenco shares held by them, or on their behalf, in the absence of a Superior Proposal. No Superior Proposal has emerged since the announcement of the Scheme.

Shareholder approval requirements

The requisite majorities of Ausenco Shareholders required to approve the EGM Resolution and Scheme Resolution are set out below.

Scheme Resolution

- A majority in number (more than 50%) of eligible Ausenco Shareholders¹ present and voting at the Scheme Meeting (either in person or by proxy) – please note that the Court has the power to waive this requirement; and
- At least 75% of the votes cast on the Scheme Resolution at the Scheme Meeting by eligible Ausenco Shareholders present and voting at the Scheme Meeting (either in person or by proxy).

In addition to the above, the Scheme Resolution must also be approved by the Court in order for the Scheme to become Effective.

EGM Resolution

The EGM Resolution is an ordinary resolution of Ausenco Shareholders. That is, a simple majority (at least 50%) of the votes cast by eligible Ausenco Shareholders present and voting at the EGM (either in person or by proxy)².

Shareholder information line

If you have any questions about the Scheme Resolution or EGM Resolution, please contact the Ausenco Shareholder Information Line on 1800 206 847 (within Australia) or +61 1800 206 847 (outside Australia). The Shareholder Information Line is open between 8.30am and 5.30pm (AEST). Calls to the Shareholder Information Line may be recorded.

Defined terms

Please note that capitalised terms used in this announcement have the same meaning as in the Scheme Booklet, unless the context otherwise requires.

For further information contact:

Shareholders

1800 206 847 (within Australia) or +61 1800 206 847.

Media and analysts

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Ausenco Limited
T: (07) 3169 7000

Mr Patrick O'Connor
Company Secretary
Ausenco Limited
T: (07) 3169 7000

About Ausenco

Ausenco is a global diversified engineering, construction and project management company providing services in Minerals & Metals, Process Infrastructure, Program Management, Environment & Sustainability and Oil & Gas. We deliver new and better ways to add value to our clients' projects no matter how demanding and we deliver results in

¹ Eligible Ausenco Shareholders are Ausenco Shareholders other than Excluded Shareholders.

² The Scheme Booklet has inconsistent references to the shareholder approval requirement for the EGM Resolution. The correct test is as set out above, being a simple majority (more than 50%) of the votes cast by Ausenco Shareholders (other than Excluded Shareholders) present and voting at the EGM (either in person or by proxy).

some of the world's most challenging environments. Listed on the ASX in 2006, our growth strategy is focussed on sector, solution and geographic expansion. We operate from 28 offices in 18 countries.

About RCF

Resource Capital Funds (RCF) is a group of commonly managed private equity funds, established in 1998 with a mining sector specific investment mandate spanning all hard mineral commodities and geographic regions. Since inception, RCF has supported 150 mining companies, with projects located in 47 countries and across 29 commodities. The sixth fund, Resource Capital Fund VI L.P. (RCF VI) with committed capital of \$2.04 billion, is now being invested. Further information about RCF can be found on its website (www.resourcecapitalfunds.com).

RCF has a strong team of investment professionals, with wide ranging industry and technical expertise and a demonstrated history of investments in mining globally. RCF's track record is based on its ability to pick technically and commercially compelling assets and support management to achieve desired outcomes whilst remaining throughout a source of patient capital. RCF aims to partner with companies to build strong, successful and sustainable businesses and in doing so strives to earn superior returns for all shareholders.