

25 August 2016

ASX Media Release

Shareholders vote in favour of Scheme Resolution and EGM Resolution

Ausenco Limited (ASX:AAX) (**Ausenco**) is pleased to announce that eligible Ausenco Shareholders today voted in favour of the proposal by Resource Capital Fund VI L.P. (**RCF**) to acquire control of Ausenco through a scheme of arrangement (**Scheme**). Eligible Ausenco Shareholders also voted in favour of the EGM Resolution at the EGM preceding the Scheme Meeting. The results of the poll for both resolutions is enclosed.

Key dates

Key dates for the implementation of the Scheme are set out below.

| | |
|---|-------------------|
| Second Court Hearing for approval of the Scheme and Effective Date | 29 August 2016 |
| Record Date (for determining entitlements of the Scheme Shareholders to Scheme Consideration) | 5 September 2016 |
| Implementation Date (Scheme Consideration will be despatched to Scheme Shareholders on the Implementation Date) | 15 September 2016 |

All dates in the above timetable are indicative only and are subject to change. Any changes will be announced by Ausenco on ASX.

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

Mr George Lloyd
Chairman of IBC
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 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.

25 August 2016

The Chairman
Ausenco Limited
144 Montague Road
South Brisbane QLD

Extraordinary General Meeting Poll Report

I, the Returning Officer appointed by you in connection with the voting by poll on the motion set out below at the Extraordinary General Meeting of the Members of Ausenco Limited held at Brisbane Convention & Exhibition Centre, Meeting Rooms M1 & M2, Corner of Merivale & Glenelg Streets, Southbank, Queensland, Australia at 10:00 AM (Brisbane time), report as follows:

- 1 'That, for the purposes of item 7 of section 611 of the Corporations Act 2001 (Cth) and for all other purposes, the acquisition by RCF of a Relevant Interest in the Ausenco Shares held by the Committed Shareholders as a result of the Commitment Deed and the Ausenco Shares to be issued as a result of the conversion of the Secured Debt into 97,000,000 Ausenco Shares and, if RCF so elects, the conversion of all or part of the Bridge Debt into Ausenco Shares at a price of \$0.40 per Ausenco Share, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is approved.'**

| | Number | % |
|---------------------------------|-------------------|-------------|
| Votes cast 'FOR' the motion | 65,505,801 | 94.49% |
| Votes cast 'AGAINST' the motion | 3,822,526 | 5.51% |
| TOTAL VOTES CAST | 69,328,327 | 100% |
| Votes "Abstained" | 12,313 | |

The resolution was carried as an ordinary resolution.



Taylor Fam
Returning Officer
Computershare Investor Services

25 October 2016

The Chairman
Ausenco Limited
144 Montague Road South Brisbane
QLD 4101

Scheme Meeting Poll Report

I, the Returning Officer appointed by you in connection with the voting by poll on the motion set out below at the Scheme Meeting of the Members of Ausenco Limited held at Brisbane Convention & Exhibition Centre, Meeting Rooms M1 & M2, Corner of Merivale & Glenelg Streets, Southbank, Queensland, Australia at 10:30 AM (Brisbane time), report as follows:

'That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Ausenco Limited and the holders of its ordinary shares (other than Excluded Shareholders), as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Supreme Court of New South Wales to which Ausenco Limited and Resource Capital Fund VI L.P. agree.'

| | Number | % |
|---------------------------------|-------------------|----------------|
| Votes cast 'FOR' the motion | 59,079,095 | 82.61% |
| Votes cast 'AGAINST' the motion | 12,435,382 | 17.39% |
| TOTAL VOTES CAST | 71,514,477 | 100.00% |
| Votes "Abstained" | 14,865 | |

The resolution was carried as a special resolution.

| Headcount Test | Number of members | % |
|-----------------------|--------------------------|----------------|
| Members 'For' | 356 | 53.86% |
| Members 'Against' | 305 | 46.14% |
| Total Members | 661 | 100.00% |

Kind regards,



Taylor Fam
Returning Officer
Computershare Investor Services Pty Limited