

29 August 2016

ASX Media Release

Lodgement of Court Orders with ASIC – Scheme becomes legally effective

Further to its announcement earlier today that the Supreme Court of New South Wales (**Court**) had approved the Scheme of Arrangement under which Resource Capital Fund VI L.P. (**RCF**) will acquire control of Ausenco (**Scheme**), Ausenco Limited (**Ausenco**) confirms that a copy of the Court's orders have now been lodged with the Australian Securities and Investments Commission (**ASIC**) and the Scheme has become legally effective.

A copy of the Court's orders is attached.

Ausenco will apply for its shares to be suspended from trading on the ASX from the close of trading today.

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 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

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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.



Issued: 29 August 2016 11:54 AM

JUDGMENT/ORDER

COURT DETAILS

| | |
|-------------|-------------------------------|
| Court | Supreme Court of NSW |
| Division | Equity |
| List | Corporations Registrar's List |
| Registry | Supreme Court Sydney |
| Case number | 2016/00195725 |

TITLE OF PROCEEDINGS

| | |
|-----------------|-----------------|
| First Plaintiff | Ausenco Limited |
|-----------------|-----------------|

| | |
|---------------------------------------|-----------------|
| Corporation subject of the proceeding | Ausenco Limited |
|---------------------------------------|-----------------|

DATE OF JUDGMENT/ORDER

| | |
|--------------------|----------------|
| Date made or given | 29 August 2016 |
| Date entered | 29 August 2016 |

TERMS OF JUDGMENT/ORDER

ORDERS MADE BY ACTING JUSTICE BARRETT TODAY MONDAY 29 AUGUST 2016

1. The scheme of arrangement is Exhibit D.
2. I make the orders in the short minutes of order which I initial and date today.
3. I direct that all exhibits may be returned with the exception of Exhibit D which is to be retained in the court file.

SHORT MINUTES OF ORDER

1. Pursuant to section 411(4)(b) and section 411(6) of the Corporations Act 2001 (Cth) (Act), the scheme of arrangement between the Plaintiff and its members holding fully paid ordinary shares (other than Resource Capital Fund VI L.P. (RCF VI), its associates and each of the "Committed Shareholders" as defined in the Scheme Implementation Agreement between RCF VI and the Plaintiff dated 14 June 2016) (Shareholders), in the form contained in Attachment D of the scheme booklet issued by the Plaintiff dated 20 July 2016, is approved subject to the alterations marked in Exhibit "D", so that the scheme of arrangement as altered and approved is in the form of Exhibit "D" (Scheme).
2. Pursuant to section 411(12) of the Act, the Plaintiff is exempt from compliance with section 411(11) of the Act in relation to the Scheme.
3. These orders be entered forthwith.

SEAL AND SIGNATURE



Signature S. Graham (LS)
Capacity Chief Clerk
Date 29 August 2016

If this document was issued by means of the Electronic Case Management System (ECM), pursuant to Part 3 of the Uniform Civil Procedure Rules (UCPR), this document is taken to have been signed if the person's name is printed where his or her signature would otherwise appear.