

29 August 2016

## ASX Media Release

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### Court Approval of Scheme of Arrangement

Ausenco Limited (ASX:AAX) (**Ausenco**) is pleased to announce that the Supreme Court of New South Wales (**Court**) has today made orders approving the Scheme of Arrangement under which Resource Capital Fund VI L.P. (**RCF**) will acquire control of Ausenco (**Scheme**).

A copy of the Court's orders is expected to be lodged with the Australian Securities and Investments Commission (**ASIC**) later today at which time the Scheme will become legally effective. Should this occur, 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.

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#### 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](http://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.