



Extraordinary General Meeting August 2016

George Lloyd – Chairman
25 August 2016



Business of the meeting



Resolution 1

Consideration of agreement to pass the EGM Resolution

In accordance with the Notice of Extraordinary General Meeting, the resolution to be put before eligible members is to consider, and if thought fit, to pass the following:

“That, for the purpose 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.”

Summary of proxies received

| | FOR | AGAINST | OPEN | ABSTAIN* | TOTAL ELIGIBLE |
|---------------------|------------|-----------|---------|----------|----------------|
| NO. OF VOTES | 63,880,214 | 3,816,526 | 297,803 | 12,313 | 67,865,280 |
| % OF ELIGIBLE VOTES | 93.94% | 5.62% | 0.44% | N/A | 100.00% |

*Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities

Scheme Meeting August 2016

George Lloyd – Chairman
25 August 2016

Business of the meeting



Resolution 1

Consideration of Scheme of Arrangement

In accordance with the Notice of Meeting the resolution to be put before the members is to consider, and if thought fit, to pass the following :

“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 VL L.P. agree.”

Summary of proxies received

| | FOR | AGAINST | OPEN | ABSTAIN* | TOTAL ELIGIBLE |
|-------------------------|------------|------------|---------|----------|----------------|
| NO. OF ELIGIBLE HOLDERS | 335 | 304 | 17 | 1 | 656 |
| % OF ELIGIBLE HOLDERS | 51.07% | 46.34% | 2.59% | N/A | 100% |
| NO. OF VOTES | 57,858,851 | 12,429,382 | 132,775 | 14,865 | 70,346,433 |
| % OF ELIGIBLE VOTES | 82.16% | 17.65% | 0.19% | N/A | 100% |

*Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities

Thank you

