

AUSENCO EGM AND SCHEME MEETING

DRAFT CHAIRMAN'S ADDRESS

25 August, 2016

AUSENCO EGM

Welcome

Good Morning ladies and gentlemen.

My Name is George Lloyd, I am the Chairman of Ausenco and the Chairman of this meeting. I am also chairman of Ausenco's Independent Board Committee (**IBC**).

As we have reached the appointed time for the meeting and a quorum is present I declare this Extraordinary General Meeting (**EGM**) open.

I am joined by my fellow IBC members who are seated on my right, Ms Mary Shafer-Malicki and Mr Peter Gregg. Mr Patrick O'Connor, the Company Secretary, is also on my right. In the meeting, we are also joined by my other fellow directors, Mr Zimi Meka, Mr Bob Thorpe and Mr Hank Tuten. We also have representatives of our legal advisors, Herbert Smith Freehills, our corporate finance advisors, Luminis Partners, and the Company's Auditors PwC.

Order of meetings

As you are aware, and as is outlined in Ausenco's scheme booklet dated 20 July 2016 (**Scheme Booklet**), two separate meetings are to be held today. The first meeting is this EGM and the second meeting is the Scheme Meeting.

Both meetings are in relation to the proposed Scheme of Arrangement (**Scheme**) which, if implemented, will result in Resource Capital Fund VI (**RCF**) becoming the controlling shareholder of Ausenco.

Voting at both meetings will be by way of a poll. The results of the polls will be announced to the ASX as soon as possible following the conclusion of both meetings.

Brief overview of Scheme

Under the Scheme, RCF will acquire the shares of eligible Ausenco shareholders for 40 cents per share.

Subject to the Scheme being implemented, RCF and Ausenco have also agreed to convert Ausenco's Secured Debt, which is owed to RCF, into 97 million Ausenco shares, and all or part of Ausenco's Bridge Debt, which is also owed to RCF, into Ausenco shares at 40 cents per share.

If the Scheme is implemented, Ausenco will be de-listed and will be held by RCF and the Committed Shareholders. The Committed Shareholders comprise senior Ausenco management, certain Ausenco directors and the Spanish construction company Duro Felguera S.A.

Following the receipt of RCF's initial proposal for the Scheme, the Board appointed the IBC to consider the proposal. Amongst other things, the IBC negotiated the terms of the Scheme and appointed an Independent Expert to assess the merits of the Scheme.

Following consideration of RCF's proposal, the IBC formed the belief that the Scheme is likely to deliver higher value and greater certainty to eligible shareholders compared to Ausenco continuing to trade as a standalone entity in the current environment. Accordingly, the IBC recommended, and continues to recommend, that you vote in favour of the Scheme by voting in favour of both the EGM Resolution to be considered at this EGM and the Scheme Resolution to be considered at the Scheme Meeting.

Furthermore, the Independent Expert concluded that the Scheme is fair and reasonable and in the best interests of Ausenco shareholders. In arriving at its conclusion, the Independent Expert assessed the full underlying value of Ausenco Shares at between 27 and 37 cents. The Scheme consideration of 40 cents per Ausenco Share is above that range.

Business of Meeting

As noted earlier, this EGM is the first of the two separate meetings to be held today.

The purpose of the EGM is to approve the acquisition by RCF of a relevant interest in Ausenco Shares as a result of:

- RCF's entry into the Commitment Deed with the Committed Shareholders; and
- the Ausenco Shares to be issued to RCF as a result of the conversion to equity (i.e. Ausenco Shares) of certain debt owed by Ausenco to RCF.

As outlined in the Scheme Booklet, the approval of the EGM Resolution is a Condition Precedent to the Scheme.

On the other hand, if the EGM Resolution is approved but the Scheme Resolution is not approved at the Scheme Meeting, the debt to equity conversion outlined earlier may not be implemented.

Requisite approvals

The resolution to be considered at this EGM is an ordinary resolution.

To be passed, the EGM Resolution requires approval by a simple majority, that is, more than 50% of votes cast by Ausenco Shareholders other than Excluded Shareholders (which comprise RCF, the Committed Shareholders and their associates) present and voting either in person or by proxy at this EGM.

EGM Resolution

Voting on the resolution will be by way of a Poll.

I will read the EGM Resolution, display the results of proxy voting and invite discussion of the EGM Resolution.

The EGM Resolution to be considered by this meeting is:

'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.'

Proxy position

The results of proxy voting on this resolution are shown on the screen.

As set out in the Notice of EGM, I will vote all undirected proxies available to me in favour of the EGM Resolution.

Question time

[The Chair takes any questions from the floor].

Voting procedure

We will now proceed to vote on the EGM Resolution as set out in the Notice of EGM.

As set out in further detail in the notice of meeting, people entitled to vote on this poll are eligible shareholders, proxyholders and corporate representatives of eligible shareholders.

[The Chair reads out the voting procedure].

I believe all voting cards have now been lodged and I declare the poll closed.

As the resolution is to be decided on a poll, the result of the vote will be announced to the ASX as soon as possible following the conclusion of the meeting.

Ladies and gentlemen, I now declare the meeting closed. Thank you very much for your attendance. Please remain for the Scheme Meeting which will be convened immediately following this meeting.

Close

Welcome

Ladies and gentlemen, I would like to welcome you to today's Scheme Meeting.

I am advised that a quorum is present and I therefore declare the Scheme Meeting open.

Business of meeting

The purpose of this Scheme Meeting is to seek the agreement of eligible Ausenco Shareholders to the Scheme.

I outlined the overview of the Scheme at the EGM which immediately preceded this meeting and in the interests of time, I will not repeat the overview.

Conditions

The Scheme remains subject to a number of conditions including:

- the passing of the EGM Resolution at the EGM held just prior to this Scheme Meeting;
- the passing of the Scheme Resolution at this Scheme Meeting; and
- the Supreme Court of New South Wales approving the Scheme at the Second Court Hearing.

The other conditions to the Scheme are outlined in section 7.1 of the Scheme Booklet.

The IBC is not currently aware of any reason why these other conditions will not be met.

Requisite Majorities

In order for the Scheme Resolution to be passed, it must be agreed to by:

- at least 50% by number of Ausenco Shareholders other than Excluded Shareholders (which comprise RCF and its associates and the Committed Shareholders) present and voting at the meeting either in person or by proxy; and
- at least 75% of the total number of votes cast on the Scheme Resolution at the meeting by Ausenco Shareholders other than Excluded Shareholders present and voting at the meeting either in person or by proxy.

Second Court Hearing

Should the Scheme Resolution be passed at this Scheme Meeting, the Second Court Hearing will be held at 10.15am on Monday, 29 August.

Scheme Resolution

The Scheme Resolution to be considered by this meeting is:

'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.'

Proxy position

The results of proxy voting on this resolution are shown on the screen. As set out in the Notice of Scheme Meeting, I will vote all undirected proxies available to me in favour of the Scheme Resolution.

Question time

[The Chair takes any questions from the floor].

Voting procedure

We will now proceed to vote on the Scheme Resolution as set out in the notice of meeting. As required by the order of the Court, I now demand that the proposed resolution be determined by a poll.

As set out in further detail in the notice of meeting, people entitled to vote on this poll are shareholders, proxyholders and corporate representatives of shareholders.

[The Chair reads out the voting procedure].

I believe all voting cards have now been lodged and I declare the poll closed.

As the resolution is to be decided on a poll, the result of the vote will be announced to the ASX as soon as possible following the conclusion of the meeting.

Ladies and gentlemen, I now close the meeting for all purposes, subject to the conduct and conclusion of the poll. I would like to thank you all for your attendance.

Close