

27 March 2012

Dear Shareholder

## 2012 Annual General Meeting

On behalf of the Directors of Ausenco Limited (Ausenco), I am pleased to invite you to Ausenco's 2012 Annual General Meeting (AGM). Enclosed is the Notice of Meeting and Explanatory Notes setting out the business of the AGM.

Ausenco's 2012 AGM will be held on **Thursday 26 April 2012** commencing at **9.30am (AEST)** at the Stamford Plaza, Cnr. Edward and Margaret Streets, Brisbane, Australia. If you decide to attend the AGM, please bring this letter with you to facilitate registration and entry into the AGM.

If you are unable to attend the AGM, I encourage you to complete the enclosed proxy form. The proxy form should be returned by mail or fax to Computershare Investor Services Pty Limited (Ausenco's share registry) by 9.30am (AEST) on 24 April 2012. Alternatively, should you prefer to complete your proxy form online, please lodge it at [www.investorvote.com.au](http://www.investorvote.com.au) and log in using the control number found on the front of your accompanying proxy form.

Further details relating to the various resolutions proposed at the AGM are set out in the Explanatory Notes accompanying this Notice of Meeting. I urge all shareholders to carefully read this material before voting on the proposed resolutions. Corporate shareholders should complete a "Certificate of Appointment of Corporate Representative" to enable a person to attend the AGM on their behalf. A form of this certificate may be obtained from Computershare.

Subject to the abstentions noted, all of Ausenco's Directors recommend that shareholders vote in favour of each of the resolutions proposed to be passed at the AGM.

To provide the opportunity to ask questions of the Board, Ausenco is offering the facility for shareholders to submit questions in advance of the AGM. Questions should relate to matters that are relevant to the AGM, such as the Financial Reports, Remuneration Report, the resolutions being put to the meeting, general questions regarding the performance of Ausenco and questions of the auditor. Questions received will be collated and the Chairman will seek to answer as many of the most frequently asked questions as possible during the AGM. Questions may be submitted by 5.00pm on Wednesday, 18 April 2012 on the AGM question form enclosed or online via our share registry's website. See the question sheet for details of how to submit questions.

I would like to take this opportunity to thank all shareholders for their continued support of Ausenco. Our focused diversification strategy is delivering outstanding result as we capitalised on the opportunities in our key markets, move into new markets, grow our work on hand and client base to continue to drive our success.

I look forward to seeing you at the AGM.

Yours sincerely  
**AUSENCO LIMITED**



**Wayne Goss**  
Chairman

## NOTICE OF MEETING

---

Ausenco Limited  
ABN 31 114 541 114

The 2012 Annual General Meeting (AGM) of Ausenco Limited (Ausenco) or (Company) will be held on Thursday 26 April 2012 at 9.30am (AEST) at the Stamford Plaza Hotel, Corner Edward and Margaret Streets, Brisbane.

### Ordinary Business

#### Presentation by the Chairman and Chief Executive Officer

#### Financial Report

To receive and consider the financial report of Ausenco and the reports of the Directors and of the Auditors for the financial year ended 31 December 2011 (2011 Annual Report).

#### Resolutions

##### 1. Election of Directors

To consider, and if thought fit, pass the following resolutions as ordinary:

- (a) That Mr Hank Tuten, who retires by rotation in accordance with rule 16.1 of the Constitution and being eligible, is re-elected as a director of Ausenco.
- (b) That Mr Wayne Goss, who retires by rotation in accordance with rule 16.1 of the Constitution and being eligible, is re-elected as a director of Ausenco.

##### 2. Remuneration Report

To consider, and if thought fit, to pass the following in accordance with section 250R(2) of the *Corporations Act 2001* (Cth):

That the section of the report of the Directors in the 2011 Annual Report dealing with the remuneration of the Company's Directors, and Senior Executives (Remuneration Report) be adopted.

NB: This resolution shall be determined as if it were an ordinary (majority) resolution, but under section 250R(3) of the *Corporations Act 2001* (Cth), the vote does not bind the Directors of the Company. Votes must not be cast on this resolution by key management personnel and closely related parties.

### Special Business

##### 3. Re-approval of Equity Plans

To consider, and if thought fit, pass the following resolutions as ordinary:

- (a) That the Ausenco Limited Executive Option Plan (EOP), a summary of which is set out in the Explanatory Notes attached to this Notice of Meeting, be re-approved for the purposes of ASX Listing Rule 7.2, Exception 9(b), and for all other purposes.
- (b) That the Ausenco Limited Performance Rights Plan (PRP), a summary of which is set out in the Explanatory Notes attached to this Notice of Meeting, be re-approved for the purposes of ASX Listing Rule 7.2, Exception 9(b), and for all other purposes.
- (c) That the Ausenco Limited Employee Share Acquisition Plan (ESAP), a summary of which is set out in the Explanatory Notes attached to this Notice of Meeting, be re-approved for the purposes of ASX Listing Rule 7.2, Exception 9(b), and for all other purposes.

By order of the Board of Directors  
Dated: 27 March 2012



Patrick O'Connor  
Company Secretary

## NOTICE OF MEETING

---

Ausenco Limited  
ABN 31 114 541 114

### Voting entitlements

The Board has determined that a shareholder's voting entitlement at the AGM will be taken to be the entitlement of the person shown in the register of members as at 7:00 pm AEST on 24 April 2012.

### Restrictions on Voting - Corporations Act 2001 (Cth)

Resolution 2 - Remuneration Report	by the directors and key management personnel details of whose remuneration are included in the Remuneration Report (together KMP) or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on this resolution and the person appointing the proxy has given the direction on how to vote on this resolution in their proxy form in accordance with under section 250R(5) and section 250BD of the Corporations Act 2001 (Cth).  <i>*If you are a KMP or closely related relative of a KMP (or acting on behalf of such a person) and purport to cast a vote that will be disregarded by the Company, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act 2001 (Cth).</i>
Resolution 3 - Re-approval of Equity Plans	by KMP or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on this resolution and the person appointing the proxy has given the direction on how to vote on this resolution in their proxy form in accordance with under section 250R(5) and section 250BD of the Corporations Act 2001 (Cth).  <i>*If you are a KMP or closely related relative of a KMP (or acting on behalf of such a person) and purport to cast a vote that will be disregarded by the Company, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act 2001 (Cth).</i>

### Restrictions on Voting - Listing Rules

Under Listing Rule 14.11, the Company will disregard any votes cast on:

Resolution 3 - Re-approval of Equity Plans	a) by any Director of the Company (except one who is ineligible to participate in any employee incentive in relation to the Company) or their associates; b) by any Director of the Company (except one who is ineligible to participate in any employee incentive in relation to the Company) or their associate; c) by any Director of the Company (except one who is ineligible to participate in any employee incentive in relation to the Company) or their associate.
--	---

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

### Proxies

- Specific voting restrictions apply to Key Management Personnel and their closely related parties and are set out under 'Restrictions on voting - Corporations Act' above.
- A Proxy Form accompanies this Notice of Meeting.
- A member entitled to attend the AGM and vote has a right to appoint a proxy.
- The proxy need not be a member of Ausenco.
- Any instrument appointing a proxy in which the name of the appointee is not completed is regarded as given in favour of the Chair of the meeting.
- The appointment of one or more duly appointed proxies will not preclude a member from attending the AGM and voting personally.
- Members who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote instead of themselves. An additional proxy form will be supplied by the share registry

## NOTICE OF MEETING

---

Ausenco Limited

ABN 31 114 541 114

(Computershare Investor Services Pty Limited) on request by contacting 1300 552 270 or from outside Australia +61 3 9415 4000. Where two proxies are appointed, both forms should be completed with the nominated proportion or number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the votes.

- Proxy Forms must be signed by a member or the member's attorney or, if the member is a corporation, must be signed in accordance with section 127 of the *Corporations Act 2001* (Cth) or under hand of its attorney or duly authorised officer. If the Proxy Form is signed by a person who is not the registered holder of Shares (e.g. an attorney), then the relevant authority (e.g. in the case of Proxy Forms signed by an attorney, the power of attorney or a certified copy of the power of attorney) must either have been exhibited previously to Ausenco or be enclosed with the Proxy Form.

**To be effective, Proxy Forms must be received by the Company at its registered office or deposited, posted, faxed or lodged online at the following addresses:**

- The Share Registry of the Company, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001; or
- The Share Registry of the Company, Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia).
- [www.investorvote.com.au](http://www.investorvote.com.au) and logging in using the control number found on the front of your accompanying proxy form.
- Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).

**no later than 48 hours prior to the meeting which is 9.30am (AEST) on Tuesday 24 April 2012.**

- If a body corporate is appointed as proxy, please write the full name of that body corporate (eg, Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:
  - (a) appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
  - (b) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the AGM.

If no such evidence is received before the AGM, then the body corporate (through its representative) will not be permitted to act as your proxy.

### **Body corporate representatives**

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the AGM.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of Ausenco.
- To evidence the authorisation, either a certificate of corporate body representative executed under the common seal of the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the AGM.

## EXPLANATORY NOTES

---

Ausenco Limited  
ABN 31 114 541 114

### CHAIRMAN'S COMMENTS AND EXPLANATORY NOTES TO SHAREHOLDERS

These Explanatory Notes form part of the Notice of Meeting and should be read with the Notice or Meeting.

#### Financial statements and reports

The *Corporations Act 2001* (Cth) requires that the report of the Directors, the report of the Auditor and the financial reports be presented to the Annual General Meeting. In addition the Company's Constitution provides for such reports and statements to be received and considered at the meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the *Corporations Act 2001* (Cth) nor the Company's Constitution requires a vote of Shareholders at the Annual General Meeting on such reports or statements, however Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

In addition to asking questions at the meeting, shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:

- (a) the content of the Auditor's Report to be considered at the meeting; or
- (a) the conduct of the audit of the annual financial report to be considered at the meeting.

Any written questions must be submitted to the Company Secretary on or before Wednesday 18 April 2012 to:

By post:

The Company Secretary  
Ausenco Limited  
PO Box 3930  
South Brisbane, QLD, 4101

By Fax:

The Company Secretary  
(07) 3169 7121

## EXPLANATORY NOTES

---

Ausenco Limited  
ABN 31 114 541 114

### Election of Directors

#### Resolution 1(a) - Mr Hank Tuten

Mr Hank Tuten, a non-executive director, who retires in accordance with rule 16.1 of the Constitution, is standing for re-election at the AGM as a non-executive director of Ausenco.

**Hank Tuten**  
BA Econ | Non-Executive Director

Hank is a partner at and also chairs the Investment Committee of Resource Capital Funds, a United States based investment fund. Prior to this, Hank spent over 15 years with the N M Rothschild and Sons Group. During that period Hank was progressively, the Chief Executive Officer of Rothschild Australia Limited, Rothschild North America Inc. and Continuation Investments, the Rothschild Group's private equity arm. Prior to that, Hank was a commercial banker with the Philadelphia national bank. Hank serves on several boards in connection with his investment activities.

The directors, with Mr Tuten abstaining, recommend the reappointment of Mr Hank Tuten to the Ausenco Board.

#### Resolution 1(b) - Mr Wayne Goss

Mr Wayne Goss, a non-executive director, who retires in accordance with rule 16.1 of the Constitution, is standing for re-election at the AGM as a non-executive director of Ausenco.

**Wayne Goss**  
LLB, MBA, FAICD | Non-Executive Director

Wayne was appointed as Chairman in 2002. He is Chairman of the National Board of Deloitte and is a former director of a number of companies including, Ingeus Limited, WebCentral Group Limited, Lincolne Scott, Peplin Limited and Brisbane Broncos Limited. Wayne is also a former Chairman of the Board of Trustees of the Queensland Art Gallery, Free TV Australia Limited, the Government Reform Commission, South Australian Government and the Advisory Council, Graduate School of Government, University of Sydney. Wayne was admitted as a solicitor of the Supreme Court of Queensland in 1973 and was elected Premier of Queensland in 1989 and served in that capacity until 1996. He is also a Fellow of the Australian Institute of Company Directors and an Adjunct Professor, School of Business at The University of Queensland.

The directors, with Mr Goss abstaining, recommend the reappointment of Mr Wayne Goss to the Ausenco Board.

#### Resolution 2 - Remuneration Report

The Remuneration Report is set out on pages 53 to 65 of the Ausenco 2011 Annual Report. It is also available on the Ausenco's internet site [www.ausenco.com](http://www.ausenco.com)

The Remuneration Report sets out the remuneration policy for Ausenco and its controlled entities and:

- reports and explains the remuneration arrangements in place for directors and other key management personnel;
- explains Board policies in relation to the nature and value of remuneration paid to directors and other key management personnel within the Ausenco group; and
- discusses the relationship between the Board policies and Ausenco performance.

The Corporations *Act 2001* (Cth) requires listed companies to put an annual non-binding resolution to shareholders to adopt the Remuneration Report. In line with the legislation, this vote will be advisory only, and does not bind the directors or the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

---

## EXPLANATORY NOTES

---

Ausenco Limited  
ABN 31 114 541 114

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, make no recommendation regarding this resolution.

### **Resolution 3 - Re-approval of Equity Plans**

At the AGM held on 28 April 2009, shareholders re-approved the EOP, PRP and ESAP (**Equity Plans**).

Listing Rule 7.1 generally restricts listed companies from issuing more than 15% of their issued share capital in any 12 month period without shareholder approval. There are however, a number of exceptions to this restriction including Listing Rule 7.2, Exception 9(b), which states that Listing Rule 7.1 will not apply to an issue under an employee incentive scheme (i.e. the Equity Plans), if within three years before the date of the issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to this rule. That is, for any issues made under any of the Equity Plans to continue to fall under Listing Rule 7.2, Exception 9, each of the Equity Plans must be re-approved by shareholders for a further three years, in accordance with subsection (b) of Exception 9.

The Equity Plans are intended to attract and retain staff, motivate employees to improve Company performance and align the interests of employees with those of the Company and its Shareholders. A summary of each of the Equity Plans is set out below.

As these resolutions relate to matters which may potentially facilitate future benefits to be given to the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, make no recommendation regarding these resolutions.

### **Resolution 3(a) - Re-approval of EOP**

#### ***Eligibility criteria***

The EOP is open to eligible executives (including Directors) of the Company.

#### ***Grant of options***

All options are offered to eligible executives for no consideration. The offer must be in writing and specify, amongst other things, the number of options for which the eligible executive may apply; the period within which the options may be exercised and any conditions to be satisfied before exercise, the option expiry date (as determined by the Board) and the exercise price of the options.

#### ***Exercise***

The options may be exercised, subject to any exercise conditions, by the participant giving a signed notice to the Company and paying the exercise price in full. The Company will apply for official quotation of any Shares issued on exercise of any options.

#### ***Lapse***

The options shall lapse upon the earlier of the date specified by the Board or events contained in the EOP rules, including termination of employment or resignation, or within 60 days of redundancy, death or disablement.

#### ***Rights of Participants***

Once Shares are allotted upon exercise of the options the participant will hold the Shares free of restrictions. The Shares will rank equally with other shares in that class for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue.

Should the Company undergo a reorganisation or reconstruction of capital or any other such change, the terms of the options will be correspondingly changed to the extent necessary to comply with the Listing Rules. In the event of a change of control, the Board shall have discretion to deal with the options, including allowing accelerated vesting or the issue of options in the substituted corporation. A holder of options is not entitled to participate in a new issue of shares or other securities made by the Company to shareholders merely because he or she holds options.

#### ***Assignment***

The options are not transferable or assignable without the prior written approval of the Board.

## EXPLANATORY NOTES

---

Ausenco Limited  
ABN 31 114 541 114

### ***Administration***

The EOP is administered by the Board, which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the Listing Rules) in addition to those set out in the EOP.

### ***Termination and amendment***

The EOP may be terminated or suspended at any time by the Board. The EOP may be amended at any time by the Board except where the amendment reduces the rights of the holders of options or would be inconsistent with the *Corporations Act 2001* (Cth) or the Listing Rules.

### ***Outstanding options***

There are currently no participants in the EOP and no outstanding options in the EOP. Since the EOP was last approved no options have been issued.

Any options issued under the EOP in the future will be issued on the following terms:

- (a) the exercise price of each option is \$1.00;
- (b) the options are subject to the following vesting conditions:
  - (i) one third of the options that are issued to each participant will be exercisable upon the first anniversary from the date of issue;
  - (ii) the next one third will be exercisable at any time from the second anniversary;
  - (iii) the remaining one third will be exercisable at any time from the third anniversary;
- (c) the options shall lapse upon the fifth anniversary from the date of issue.

### **Resolution 3(b) - Re-approval of PRP**

#### ***Eligibility criteria***

The PRP is open to eligible employees (including Directors) of the Company.

#### ***Grant of rights***

All performance rights are offered to eligible employees for no consideration. The offer must be in writing and specify, amongst other things, the number of rights for which the eligible employee may apply, the period within which the options may be exercised and any conditions to be satisfied before exercise, the rights expiry date (as determined by the Board) and the exercise price of the right.

#### ***Exercise***

The rights may be exercised, subject to any exercise conditions, by the participant giving a signed notice to the Company and paying the exercise price in full. The Company will apply for official quotation of any Shares issued on exercise of any rights.

#### ***Lapse***

The rights shall lapse upon the earlier of the date specified by the Board or events contained in the PRP rules, including termination of employment or resignation, or within 60 days of redundancy, death or disablement.

#### ***Rights of Participants***

Once shares are allotted upon exercise of the performance rights the participant will hold the shares free of restrictions. The shares will rank equally with other shares in that class for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue.

Should the Company undergo a reorganisation or reconstruction of capital or any other such change, the terms of the rights will be correspondingly changed to the extent necessary to comply with the Listing Rules.

In the event of a change of control, the Board shall have discretion to deal with the rights, including allowing accelerated vesting or the issue of options in the substituted corporation. A holder of rights is not entitled to participate in a new issue of Shares or other securities made by the Company to shareholders merely because he or she holds rights.

## EXPLANATORY NOTES

---

Ausenco Limited  
ABN 31 114 541 114

### ***Assignment***

The rights are not transferable or assignable without the prior written approval of the Board.

### ***Administration***

The PRP will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the Listing Rules) in addition to those set out in the PRP.

### ***Termination and amendment***

The PRP may be terminated or suspended at any time by the Board. The PRP may be amended at any time by the Board except where the amendment reduces the rights of the holders of performance rights or would be inconsistent with the *Corporations Act 2001* (Cth) or the Listing Rules.

### ***Outstanding rights***

There are currently 45 participants in the PRP. These participants have been issued with rights over 1,698,047 shares. The rights over shares have all been issued on the following terms:

- (a) the exercise price of each right would be determined by the Board;
- (b) the rights shall be subject to the following vesting conditions:
  - (i) one third of the rights that are issued to each participant are exercisable upon the second anniversary from the date of allocation;
  - (ii) the next one third are exercisable at any time from the third anniversary;
  - (iii) the remaining one third are exercisable at any time from the fourth anniversary;
- (c) the rights shall additionally be subject to vesting conditions (performance hurdles) as determined by the Board;
- (d) the rights shall lapse upon the fifth anniversary from the date of issue.

Zimi Meka is the only director who is entitled to participate in the PRP pursuant to a deed, the terms of which are identical to the PRP.

Subject to the ASX Listing Rules, the Company may issue up to an effective limit of 5% of the Company's total issued share capital, net the amount of securities issued under the PRP and EOP.

## **Resolution 3(c) - Re-approval of ESAP**

### ***Eligibility criteria***

The ESAP is open to eligible employees, being full or permanent part-time employees with six month's continuous service. As the plan involves a financial contribution from employees there will be no performance or vesting criteria which need to be satisfied before employees have the benefit from holding the Shares.

### ***Acquisition of shares***

Under this plan eligible employees are offered the ability to make contributions to acquire shares. The plan complies with applicable tax legislation and shares acquired under the plan are subject to earlier cessation events such as ceasing employment with Ausenco or disposal of the shares.

### ***Outstanding shares***

There are currently 1,156,619 shares under the ESAP. The ESAP was and will be offered to employees under ASIC Class Order 03/184 Employee Share Schemes. At such time, the Board may determine the number of Shares and issue price, subject to the Corporations Act and the Listing Rules. The number of shares which may be issued under the ESAP is subject to an effective limit of 5% of the Company's total issued share capital, subject to certain excluded offers under section 708 of the Corporations Act.



## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 552 270  
(outside Australia) +61 3 9415 4000

000001 000 AAX  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

**Your secure access information is:**

**Control Number: 999999**

**SRN/HIN: 1999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**For your vote to be effective it must be received by 9.30am (AEST) Tuesday 24 April 2012**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Ausenco Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Ausenco Limited to be held at the Stamford Plaza Hotel, Corner Edward and Margaret Streets, Brisbane on Thursday, 26 April 2012 at 9.30am and at any adjournment of that meeting.

**Important for Items 2 & 3 - please note that if the Chairman of the Meeting is your proxy or is appointed as your proxy by default and you do not mark any of the boxes in Items 2 and 3 of step 2 below, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions, as set out below and in the Notice of Meeting, even though Items 2 and 3 are connected directly or indirectly with the remuneration of a director and/or member of Ausenco Limited's key management personnel. Please note you can direct the Chairman of the Meeting to vote for, against or abstain from voting on Items 2 and 3 by marking the appropriate box in step 2 below.**

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### ORDINARY BUSINESS

		For	Against	Abstain
1(a)	Re-election of non-executive director - Mr Hank Tuten	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1(b)	Re-election of non-executive director - Mr Wayne Goss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SPECIAL BUSINESS

3(a)	Re-approval of EOP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b)	Re-approval of PRP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(c)	Re-approval of ESAP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

AAX

145330A

Computershare +