



28 March 2013

Ausenco Limited
ABN 31 114 541 114

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Dear Shareholder

2013 Annual General Meeting

On behalf of the Directors of Ausenco Limited (Ausenco), I am pleased to invite you to Ausenco's 2013 Annual General Meeting (AGM). Enclosed is the Notice of Meeting and Explanatory Notes setting out the business of the AGM.

Ausenco's 2013 AGM will be held on **Thursday 2 May 2013** 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 30 April 2013. Alternatively, should you prefer to complete your proxy form online, please lodge it at 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.

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 (AEST) on Wednesday 24 April 2013 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. In 2012 we grew our geographic footprint, diversified our sector experience, increased our service offering and achieved excellent financial results. Our results reflect the strength and continuing success of our diversification strategy which has enabled us to grow, win new work globally and deliver value to our clients.

I look forward to seeing you at the AGM.

Yours sincerely
AUSENCO LIMITED

George Lloyd
Acting Chairman

163957_01F6MC

NOTICE OF MEETING

Ausenco Limited
ABN 31 114 541 114

The 2013 Annual General Meeting (AGM) of Ausenco Limited (Ausenco) or (Company) will be held on Thursday 2 May 2013 at 9.30am (AEST) at the Stamford Plaza Hotel, Corner Edward and Margaret Streets, Brisbane.

Ordinary Business

Presentation by the Acting 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 2012 (2012 Annual Report).

Resolutions

1. Election of Directors

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

- (a) That Mr Bob Thorpe, who retires by rotation in accordance with rule 16.1 of the Company's constitution and being eligible, is re-elected as a director of Ausenco.
- (b) That Mr Greg Moynihan, who retires by rotation in accordance with rule 16.1 of the Company's constitution and being eligible, is re-elected as a director of Ausenco.

2. Remuneration Report

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

That the Remuneration Report be adopted.

'Remuneration Report' means the section of the Directors' report for the 2012 financial year that is included under section 300A(1) of the Corporations Act.

Note: This resolution shall be determined under section 250R(2) of the Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

By order of the Board of Directors

Dated: 28 March 2013



Patrick O'Connor
Company Secretary

NOTICE OF MEETING

Ausenco Limited
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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 7:00pm AEST on 30 April 2013.

Restrictions on Voting – Corporations Act

Resolution 2 – Remuneration Report	The Company will disregard votes cast by a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply. <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>
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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 KMP 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 (Computershare Investor Services Pty Limited) on request by contacting 1300 552 270 or from outside Australia on +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;
- The share registry of the Company, Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia);

NOTICE OF MEETING

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- www.investorvote.com.au and logging in using the control number found on the front of your accompanying proxy form; or
- Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com,

no later than 48 hours prior to the meeting which is 9.30am (AEST) on Tuesday 30 April 2013.

- If a body corporate is appointed as proxy, please write the full name of that body corporate (e.g. 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

ACTING CHAIRMANS COMMENTS AND EXPLANATORY NOTES TO SHAREHOLDERS

These Explanatory Notes form part of the Notice of Meeting and should be read with the Notice of 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 reasonable 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 Acting 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
- (b) 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 24 April 2013 to:

By post:

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

By Fax:

The Company Secretary
(07) 3169 7121

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Election of Directors

Resolution 1(a) – Mr Bob Thorpe

Mr Bob Thorpe, a non-executive director, who retires in accordance with rule 16.1 of the Company's constitution, is standing for re-election at the AGM as a non-executive director of Ausenco.

Bob Thorpe

B Tech (Mech) | Non-Executive Director

Bob Thorpe was Ausenco's founding Managing Director until retiring from the role in 1999. Prior to the formation of Ausenco in 1991, Bob held Director and General Manager positions in engineering and operations management companies in Queensland and Western Australia. Bob has more than 35 years experience in design, engineering, project management, construction, operation and maintenance of large scale processing plants in Australia and internationally. He also has significant experience in contractual and commercial management, estimating systems and corporate risk management.

Resolution 1(b) – Mr Greg Moynihan

Mr Greg Moynihan, a non-executive director, who retires in accordance with rule 16.1 of the Company's constitution, is standing for re-election at the AGM as a non-executive director of Ausenco.

Greg Moynihan

B Com, Grad Dip SIA, CPA, Fellow FINSIA, MAICD | Non-Executive Director

Greg Moynihan has spent most of his career within the broad finance sector and is a former Chief Executive Officer of Metway Bank Limited. He has held senior executive positions in Citibank Australia, Metway and Suncorp Metway covering a range of disciplines including financial and capital management, investment management, and corporate strategy. Since leaving Suncorp Metway in 2003, he has pursued a number of business interests, primarily in the investment management and private equity sectors. Greg has held past directorships with a range of companies including Cashcard Australia Ltd, LJ Hooker Ltd, RACQ Insurance Ltd, HFA Limited and various subsidiaries of Suncorp Metway Ltd. He is currently a director of Sunwater Limited (since 2007), Corporate Travel Management Limited (since 2010), Shine Corporate Ltd. (since 2013) and several unlisted companies.

Resolution 2 – Remuneration Report

The Remuneration Report is set out in the Ausenco 2012 Annual Report. It is also available on Ausenco's internet site 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.

EXPLANATORY NOTES

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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.

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.



Lodge your vote:



Online:
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

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

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MR SAM SAMPLE
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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



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: I9999999999



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 30 April 2013

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 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

I ND

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, 2 May 2013 at 9.30am (AEST) and at any adjournment of that meeting. Important for Item 2 - 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 Item 2 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 Item 2 is 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 Item 2 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.

		For	Against	Abstain
1A	Re-election of Director - Mr Bob Thorpe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1B	Re-election of Director - Mr Greg Moynihan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Remuneration Report	<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

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Computershare +