

## Form 603

Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme AWE Limited (AWE)

ACN/ARSN 077 897 440

## 1. Details of substantial holder (1)

Name Mitsui &amp; Co., Ltd. (ARBN 001 855 465) (Mitsui), and each of the entities listed in Annexure 'A' (Mitsui Group Entities).

ACN/ARSN (if applicable) See Annexure 'A'

The holder became a substantial holder on 9/2/2018

## 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interest in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	0	0	0%

## 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Mitsui and each of the Mitsui Group Entities	Mitsui does not have a relevant interest in any ordinary shares in AWE. Mitsui is required to give this notice by s671B(1)(c) of the Corporations Act 2001 because it has made a takeover bid for all the ordinary shares in Mitsui.	Nil ordinary shares

## 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
N/A	N/A	N/A	N/A

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
N/A	N/A	N/A	N/A	N/A

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Mitsui	1-3, Marunouchi 1-chome, Chiyoda-ku, Tokyo 100-8631, Japan
Each Mitsui Group Entity	c/- 1-3, Marunouchi 1-chome, Chiyoda-ku, Tokyo 100-8631, Japan

**Signature**

print name Kensuke Togawa

capacity Attorney

sign here 

date 9/2/2018

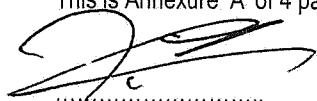
**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

## Annexure 'A'

This is Annexure 'A' of 4 pages referred to in the Form 603 (Notice of Initial Substantial Holder), signed by me and dated 9 February 2018.



Attorney

### Mitsui Group Entities

Registered Name (and ACN where Australian incorporated)	Country of incorporation
Japan Australia LNG (MIMI) Pty Ltd (ACN 006 303 180)	Australia
KARUGAMO ENERGY MANAGEMENT PTY. LIMITED (ACN 165 875 721)	Australia
Komatsu Marketing Support Australia Pty. Ltd. (ACN 053 514 739)	Australia
MIT POWER AUSTRALIA PTY LTD (ACN 165 096 346)	Australia
Mitsui & Co. (Australia) Ltd. (ACN 004 349 795)	Australia
Mitsui & Co. Financial Services (Australia) Ltd. (ACN 002 884 737)	Australia
Mitsui & Co. Iron Ore Exploration & Mining Pty. Ltd. (ACN 164 171 448)	Australia
Mitsui Bussan Woodchip Oceania Pty. Ltd. (ACN 070 210 990)	Australia
Mitsui Bussan Woodchip Oceania Pty. Ltd. (ACN 070 210 990)	Australia
Mitsui Coal Holdings Pty. Ltd. (ACN 002 373 588)	Australia
Mitsui E&P Australia Pty Limited (ACN 108 437 529)	Australia
Mitsui Iron Ore Corporation Pty. Ltd. (ACN 050 157 456)	Australia
Mitsui Iron Ore Development Pty. Ltd. (ACN 008 734 361)	Australia
Mitsui Raw Materials Development Pty. Limited (ACN 124 181 531)	Australia
Mitsui-Itochu Iron Pty. Ltd. (ACN 008 702 761)	Australia
Mittwell Energy Resources Pty Ltd (ACN 007 437 783)	Australia
Shark Bay Salt Pty. Ltd. (ACN 008 759 500)	Australia

Registered Name (and ACN where Australian incorporated)	Country of incorporation
Mitsui & Co. Benelux S.A./N.V.	Belgium
Mitsui AgriScience International S.A./N.V.	Belgium
Agricola Xingu S.A	Brazil
Ecogen Brasil Solucoes Energeticas S.A.	Brazil
MITSUI & CO. (BRASIL) S.A.	Brazil
MITSUI ALIMENTOS LTDA.	Brazil
Mitsui E&P Brazil Ltda.	Brazil
MITSUI GAS E ENERGIA DO BRASIL LTDA.	Brazil
Mitsui Rail Capital Participações Ltda.	Brazil
MIZHA ENERGIA PARTICIPACOES S.A.	Brazil
Multigrain S.A	Brazil
Veloce Logistica S.A.	Brazil
Argo Sales Ltd.	Canada
MIT POWER CANADA LP INC.	Canada
Mitsui & Co. (Canada) Ltd.	Canada
Mit-Salmon Chile SpA	Chile
Mitsui Agro Business S.A.	Chile
Mitsui Mineral Resources Development (Latin America) Limitada.	Chile
MITSUI AUTO FINANCE CHILE LTDA.	Chile
Toyota Chile S.A.	Chile
Mitsui & Co. (China) Ltd.	China
Mitsui & Co. (Hong Kong) Ltd.	China
Mitsui & Co. (Shanghai) Ltd.	China

Registered Name (and ACN where Australian incorporated)	Country of incorporation
Hi-Bis GmbH	Germany
Mitsui & Co. Deutschland GmbH	Germany
BUSSAN AUTO FINANCE INDIA PRIVATE LIMITED	India
P.T. Yamaha Indonesia Motor Manufacturing	Indonesia
PT. Bussan Auto Finance	Indonesia
M&T Aviation Finance (Ireland)	Ireland
ALCANTARA S.P.A.	Italy
Mitsui & Co. Italia S.p.A.	Italy
Mitsui E&P Italia A S r.l.	Italy
agricompass Inc.	Japan
AIM SERVICES CO., LTD.	Japan
Bussan Logistics Solutions Co., Ltd.	Japan
Bussan Sumisho Carbon Energy Co., Ltd.	Japan
Clean Energy Service Co., Ltd.	Japan
DAIICHI TANKER CO., LTD.	Japan
Daito Chemical Co., Ltd.	Japan
Daito Chemical Industries, Ltd.	Japan
ENEOS GLOBE Corporation	Japan
Fukushima Gas Power Co., Ltd.	Japan
Guarana Urban Mobility Incorporated	Japan
Honshu Chemical Industry Co., Ltd.	Japan
JA Mitsui Leasing, Ltd.	Japan
Japan-Arabia Methanol Company Ltd.	Japan
KG Berau Petroleum Ltd.	Japan
KG Wiriagar Petroleum Ltd.	Japan
KONAN FUTO CO., LTD	Japan
LNG Import Service Sakhalin Co., Ltd.	Japan
MAX MARA JAPAN CO., LTD.	Japan
Micro Biopharm Japan Co., Ltd.	Japan
Mitsui & Co. Alternative Investments Limited	Japan
Mitsui & Co. Asset Management Holdings LTD.	Japan

Registered Name (and ACN where Australian incorporated)	Country of incorporation
Mitsui & Co. Financial Management, Ltd.	Japan
Mitsui & Co. Financial Services Ltd.	Japan
MITSUI & CO. FORESIGHT LTD.	Japan
Mitsui & Co. Global Investment Ltd.	Japan
Mitsui & Co. Global Logistics, Ltd.	Japan
Mitsui & Co. Petroleum Ltd.	Japan
Mitsui & Co. Plant Systems, Ltd.	Japan
Mitsui & Co. Steel Ltd.	Japan
Mitsui & Co. Trade Services Ltd.	Japan
Mitsui & Co., Logistics Partners Ltd.	Japan
Mitsui & Co., Principal Investments Ltd.	Japan
Mitsui & Co., Realty Management Ltd.	Japan
MITSUI & CO. REAL ESTATE LTD.	Japan
MITSUI BUSSAN 1-FASHION LTD.	Japan
Mitsui Bussan Aerospace Co., Ltd.	Japan
Mitsui Bussan Agro Business Co., Ltd.	Japan
MITSUI BUSSAN AUTOMOTIVE INC.	Japan
MITSUI BUSSAN BUSINESS PARTNERS CO., LTD.	Japan
Mitsui Bussan Chemicals Co., Ltd.	Japan
Mitsui Bussan Copper Investment & Co., Ltd.	Japan
Mitsui Bussan Credit Consulting Co., Ltd.	Japan
Mitsui Bussan Electronics Ltd.	Japan
Mitsui Bussan I-Fashion Ltd.	Japan
MITSUI BUSSAN KOZAI HANBAI CO., LTD.	Japan
MITSUI BUSSAN MACHINE TEC CO., LTD.	Japan
MITSUI BUSSAN META LS CO., LTD.	Japan
MITSUI BUSSAN PACKAGING CO., LTD	Japan
Mitsui Bussan Secure Directions, Inc.	Japan
MITSUI BUSSAN STEEL TRADE CO., LTD.	Japan
Mitsui Bussan Trade Services Ltd.	Japan

Registered Name (and ACN where Australian incorporated)	Country of incorporation
Mitsui Electronics Inc.	Japan
MITSUI FOODS CO., LTD.	Japan
MITSUI KNOWLEDGE INDUSTRY CO., LTD.	Japan
Mitsui Norin Co., Ltd.	Japan
Mitsui Oil Exploration Co., Ltd.	Japan
Mitsuibussan Insurance Co., Ltd.	Japan
MITSUI & CO. PLASTICS LTD.	Japan
Orient Marine Co., Ltd.	Japan
PRI FOODS CO., LTD.	Japan
Qatar LNG Service Agency Co., Ltd.	Japan
RETAIL SYSTEM SERVICE CO., LTD.	Japan
Sakhalin LNG Service Co., Ltd.	Japan
San-ei Suchochemical Co., Ltd.	Japan
TOHO BUSSAN KAISHA, LTD.	Japan
Tokyo International Air Cargo Terminal Ltd.	Japan
Tomakomai Biomass Power Generation Co., Ltd.	Japan
TRI-NET (JAPAN) INC.	Japan
Trinet Logistics Co., Ltd.	Japan
VENDOR SERVICE CO., LTD.	Japan
Western Australia LNG Import Service Co., Ltd.	Japan
World Hi-Vision Channel, Inc.	Japan
MCC Logistics Korea Ltd.	Korea
Mitsui & Co. Korea Ltd.	Korea
QATAR LNG TRANSPORT Ltd.	Liberia
ATLATEC, S.A. de C.V.	Mexico
HINO MOTORS SALES MEXICO, S.A. DE C.V.	Mexico
MIT Gas Mexico, S. de R.L. de C.V.	Mexico
Drillship Investment B.V.	Netherlands
EURO-MIT STAAL B.V.	Netherlands
Japan Collahuasi Resources B.V.	Netherlands
Mit Investment Manzanillo B.V.	Netherlands

Registered Name (and ACN where Australian incorporated)	Country of incorporation
Mitsui Bussan Fertilizer Resources B.V.	Netherlands
Mitsui E&P Middle East B.V.	Netherlands
Mitsui Gas Development Qatar B.V.	Netherlands
Mitsui LNG Nederland B.V.	Netherlands
Mitsui Rail Capital Europe B.V.	Netherlands
Mitsui Sakhalin Holdings B.V.	Netherlands
MRCE Group	Netherlands
Oriente Copper Netherlands B.V.	Netherlands
Komatsu-Mitsui Maquinarias Peru S.A.	Peru
Mitsui Automotriz S.A.	Peru
Mitsui & Co. Mineral Resources Development (Asia) Corp.	Philippines
International Methanol Company	Saudi Arabia
Asia Pacific Mobile Pte. Ltd.	Singapore
Mitsui & Co. (Asia Pacific) Pte. Ltd.	Singapore
Mitsui & Co. Energy Trading Singapore Pte. Ltd.	Singapore
Mitsui & Co. Financial Services (Asia) Ltd.	Singapore
OMC SHIPPING PTE. LTD.	Singapore
Portek International Private Limited	Singapore
Regency Steel Asia Pte Ltd.	Singapore
TRI-NET LOGISTICS (ASIA) PTE. LTD.	Singapore
Multigrain Trading AG	Switzerland
XINGU AGRI AG	Switzerland
Mitsui & Co. (Taiwan) Ltd.	Taiwan
BAF (Thailand) Co., Ltd.	Thailand
Bangkok Coil Center Co., Ltd.	Thailand
Mit-Power Capitals (Thailand) Limited	Thailand
Mitsiam International Ltd.	Thailand
Mitsui & Co. (Thailand) Ltd.	Thailand
Mitsui Bussan Automotive (Thailand) Co., Ltd.	Thailand
Mitsui Water Holdings (Thailand) Ltd.	Thailand
Siam Yamato Steel Co., Ltd.	Thailand

Registered Name (and ACN where Australian incorporated)	Country of incorporation
Advanced Composites, Inc.	U.S.A.
Champions Cinco Pipe & Supply LLC	U.S.A.
Ellison Technologies Inc.	U.S.A.
Fairway Methanol LLC	U.S.A.
Game Changer Holdings Inc.	U.S.A.
Hydro Capital Corporation	U.S.A.
Intercontinental Terminals Company LLC	U.S.A.
MBK Real Estate LLC	U.S.A.
MBK USA Commercial Vehicles Inc.	U.S.A.
MEP Texas Holdings LLC	U.S.A.
MEPUS Holdings Corporation	U.S.A.
Mit Wind Power Inc.	U.S.A.
Mitsui & Co. (U.S.A.), Inc.	U.S.A.
Mitsui & Co. Cameron LNG Investment, Inc.	U.S.A.
Mitsui & Co. Cameron LNG Sales, Inc.	U.S.A.
Mitsui & Co. Energy Marketing and Services (USA), Inc.	U.S.A.
Mitsui & Co. Financial Services (U.S.A.) Inc.	U.S.A.
Mitsui & Co. Global Investment (USA) Inc.	U.S.A.
Mitsui & Co. LNG Investment USA, Inc.	U.S.A.
Mitsui AgriScience International Inc.	U.S.A.
Mitsui Bussan Logistics, Inc.	U.S.A.
Mitsui E&P Texas LP	U.S.A.
Mitsui E&P USA LLC	U.S.A.
Mitsui Foods, Inc.	U.S.A.
Mitsui Rail Capital Holdings, Inc.	U.S.A.

Registered Name (and ACN where Australian incorporated)	Country of incorporation
MITSUI PLASTICS INC.	U.S.A.
MMTX Inc.	U.S.A.
MyPower Corp.	U.S.A.
Novus International, Inc.	U.S.A.
Paul Stuart, Inc.	U.S.A.
Road Machinery, LLC	U.S.A.
The Delta Companies	U.S.A.
UHS Partners, Inc.	U.S.A.
United Grain Corporation of Oregon	U.S.A.
Westport Petroleum, LLC	U.S.A.
WILSEY FOODS, INC.	U.S.A.
Mitsui & Co., Middle East Ltd.	United Arab Emirates
MBK Healthcare Partners Limited	United Kingdom
MBK Real Estate Europe Limited	United Kingdom
MIT LAFFAN REFINERY Ltd.	United Kingdom
Mitsui & Co. Europe PLC	United Kingdom
Mitsui & Co. Financial Services (Europe) Plc	United Kingdom
Mitsui & Co. LNG Investment Limited	United Kingdom
Mitsui Bussan Commodities Ltd.	United Kingdom
Mitsui E&P Mozambique Area 1 Limited	United Kingdom
Mitsui E&P UK Limited	United Kingdom
Mitsui Power Ventures Limited	United Kingdom