

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder**To Company Name/Scheme AWE Limited (**AWE**)

ACN/ARSN 077 897 440

**1. Details of substantial holder (1)**Name Mitsui & Co., Ltd. (ARBN 001 855 465) (**Mitsui**), and each of the entities listed in Annexure 'A' (**Mitsui Group Entities**).

ACN (if applicable) See Annexure 'A'

There was a change in the interests of the substantial holder on 22 February 2018

The previous notice was given to the company on 9 February 2018

The previous notice was dated 9 February 2018

**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice |                  | Present notice |   |
|-------------------------|-----------------|------------------|----------------|---|
|                         | Person's votes  | Voting power (5) | Person's votes | Voting power (5)                                      |
| Ordinary shares         | 0               | 0%               | 6,588,501      | 1.05% (based on 625,253,903 ordinary shares on issue) |

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed       | Nature of change (6)  | Consideration given in relation to change (7)                          | Class and number of securities affected | Person's votes affected |
|----------------|--|---|--|---|-------------------------|
| 21/02/2018     | Mitsui and each of the Mitsui Group Entities | Acquisition of relevant interests in ordinary shares in AWE as a result of acceptances of takeover offers made by Mitsui dated 12 February 2018 which were included in its bidder's statement dated 9 February 2018 (the <b>Offers</b> ). | \$0.95 for each AWE ordinary share, subject to the terms of the Offers | 3,898,847 ordinary shares               | 3,898,847               |
| 22/02/2018     | Mitsui and each of the Mitsui Group Entities | Acquisition of relevant interests in ordinary shares in AWE as a result of acceptances of the Offers.   | \$0.95 for each AWE ordinary share, subject to the terms of the Offers | 2,689,654 ordinary shares               | 2,689,654               |

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities             | Person entitled to be registered as holder (8) | Nature of relevant interest (6)  | Class and number of securities | Person's votes |
|-----------------------------|---|--|--|--------------------------------|----------------|
| Mitsui                      | Mitsui                                      | Mitsui   | Relevant interest under section 608(1) of the Corporations Act 2001, being a relevant interest arising through Mitsui being the registered holder of the shares.   | 0 ordinary shares              | 0              |
|                             | Various offerees who have accepted an offer | Subject to the terms of the Offers, Mitsui     | Relevant interest under section 608(1) and/or section 608(8) of the Corporations Act 2001 pursuant to acceptances of the Offers. The shares which are the subject of the acceptances have not yet been transferred into the name of Mitsui.<br><br>The power of Mitsui to vote or dispose of the shares that are the subject of acceptances of the Offers is qualified since the Offers have not been declared unconditional and it is not presently registered as the holder of the shares.   | 6,588,501 ordinary shares      | 6,588,501      |
| Mitsui Group Entity         | Mitsui                                      | Mitsui   | Relevant interest under section 608(3)(a) and/or section 608(3)(b) of the Corporations Act 2001, being a relevant interest held through a body corporate (Mitsui) in which the voting power of the relevant Mitsui Group Entity is above 20% or which the relevant Mitsui Group Entity controls.<br><br>No Mitsui Group Entity is entitled to be registered as the holder of the shares and the ability of each Mitsui Group Entity to vote or dispose of the shares is qualified accordingly.   | 0 ordinary shares              | 0              |
|                             | Various offerees who have accepted an Offer | Subject to the terms of the Offers, Mitsui     | Relevant interest under section 608(3)(a) and/or section 608(3)(b) of the Corporations Act 2001, being a relevant interest held through a body corporate (Mitsui) in which the voting power of the relevant Mitsui Group Entity is above 20% or which the relevant Mitsui Group Entity controls. The relevant interest arises through acceptances of the Offers.<br><br>The power of the relevant Mitsui Group Entity to vote or dispose of the shares that are the subject of acceptances of the Offers is qualified since the Offers have not been declared unconditional and Mitsui is not presently registered as the holder of the shares, and the relevant Mitsui Group Entity is not entitled to be registered as the holder of the shares. | 6,588,501 ordinary shares      | 6,588,501      |

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN (if applicable) | Nature of association |
|------------------------------|-----------------------|
|                              |                       |

|     |     |
|-----|-----|
| N/A | N/A |
|     |     |

**6. 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 | Care of: 1-3, Marunouchi 1-chome, Chiyoda-ku, Tokyo 100-8631, Japan |

**Signature**

print name Kensuke Togawa

capacity **Attorney**

sign here



date **22 February 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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## Annexure 'A'

This is Annexure 'A' of 4 pages referred to in the Form 604 (Notice of Change of Interests of Substantial Holder), signed by me and dated 22 February 2018.



Kensuke Togawa  
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)                                 | Australia                |

| Registered Name (and ACN where Australian incorporated)        | Country of incorporation |
|--|--------------------------|
| 500)   |                          |
| 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                   |
| MITSUMI & CO. (BRASIL) S.A.                                    | Brazil                   |
| MITSUMI ALIMENTOS LTDA.  | Brazil                   |
| Mitsui E&P Brazil Ltda.  | Brazil                   |
| MITSUMI 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                    |
| MITSUMI AUTO FINANCE CHILE LTDA.                               | Chile                    |
| Toyota Chile S.A.  | Chile                    |
| Mitsui & Co. (China) Ltd.                                      | China                    |

| Registered Name (and ACN where Australian incorporated) | Country of incorporation |
|---|--------------------------|
| Mitsui & Co. (Hong Kong) Ltd.                           | China                    |
| Mitsui & Co. (Shanghai) Ltd.                            | China                    |
| 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                    |

| Registered Name (and ACN where Australian incorporated) | Country of incorporation |
|---|--------------------------|
| Mitsui & Co. Asset Management Holdings LTD.             | Japan                    |
| 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                    |

| Registered Name (and ACN where Australian incorporated) | Country of incorporation |
|---|--------------------------|
| Mitsui Bussan Trade Services Ltd.                       | Japan                    |
| 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 Surochemical 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                 |
| Advanced Composites, Inc.                               | U.S.A.                   |

| Registered Name (and ACN where Australian incorporated) | Country of incorporation |
|---|--------------------------|
| 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.                   |
| 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.                   |

| Registered Name (and ACN where Australian incorporated) | Country of incorporation |
|---|--------------------------|
| 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           |