



## PROXY FORM & VOTING PAPER FOR ANNUAL MEETING

CSN/Shareholder Number:

The 2015 Annual Meeting of shareholders of Scott Technology Limited will be held at: 630 Kaikorai Valley Road, Dunedin on Thursday 26 November 2015. The Annual Meeting will be held immediately following the Special Meeting to approve the Scheme of Arrangement for the offer by JBS Australia Pty Limited which will commence at 2:00p.m.

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### IMPORTANT:

**If you are attending the Annual Meeting:**

Bring this Proxy Form and Voting Paper intact.

**If you are NOT attending the Annual Meeting but wish to be represented by a proxy:**

Complete and sign the proxy form overleaf and lodge your proxy by following the instructions below.

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### LODGE YOUR PROXY:

**Online:**

<https://investorcentre.linkmarketservices.co.nz/voting/SCT>

**Scan and Email:**

[meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)

**Fax:**

+64 9 375 5990

**Deliver:**

Link Market Services Limited  
Level 7, Zurich House  
21 Queen Street, Auckland 1010

**Mail:**

Use the enclosed reply paid envelope or address to:  
Link Market Services Limited  
PO Box 91976  
Auckland 1142  
New Zealand

**General Enquiries:**

Phone: +64 9 375 5998  
Email: [enquiries@linkmarketservices.co.nz](mailto:enquiries@linkmarketservices.co.nz)

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### Please note:

1. A shareholder of the Company who is entitled to attend and vote may appoint a proxy to attend and vote on his/her behalf.
2. A proxy appointed by a Shareholder need not be a Shareholder of the Company.
3. Proxies must be lodged at the Company's share registrar, Link Market Services Limited, PO Box 91976, Auckland 1142, New Zealand, not less than 48 hours before the time of meeting.
4. Joint holders should all sign this form. Companies should execute this form in accordance with the Companies Act 1993 or by an attorney duly authorised.
5. If this form is executed under Power of Attorney, a certificate of non-revocation of Power of Attorney should be completed. A copy of the Power of Attorney should be forwarded with this form if it has not already been noted by the Company.

Please also complete and sign the form overleaf.



**STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF** (If not attending the Annual Meeting)

I/We being a shareholder/s of Scott Technology Limited, hereby appoint:

\_\_\_\_\_ of \_\_\_\_\_  
or failing him/her

\_\_\_\_\_ of \_\_\_\_\_  
or failing him/her

the Chairman of the meeting

as my/our proxy to vote for me/us and on my/our behalf at the Annual Meeting of the Company to be held on the 26th day of November 2015 and at any adjournment thereof. Note: The Chairman of the meeting will be deemed to be your proxy if no proxy is specified or if your appointed proxy/proxies is/are unable to attend the meeting.

**STEP 2: ITEMS OF BUSINESS - PROXY VOTING**

If this proxy is to be used in favour of, against, or to abstain from, any particular resolution or resolutions, please so indicate by placing a tick (✓) in the appropriate box. Unless otherwise indicated, the proxy will vote as he or she thinks fit. 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.

**Resolutions**

1. Election of Director - S J McLauchlan  
That Mr S J McLauchlan be re-elected as a Director.
2. Election of Director - C J Staynes  
That Mr C J Staynes be re-elected as a Director.
3. Auditor  
That Deloitte be reappointed as auditor of the Company and the Directors be empowered to fix the auditor's remuneration.

	For	Against	Abstain	Proxy Discretion
1. Election of Director - S J McLauchlan That Mr S J McLauchlan be re-elected as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director - C J Staynes That Mr C J Staynes be re-elected as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Auditor That Deloitte be reappointed as auditor of the Company and the Directors be empowered to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**For explanatory notes, refer Notice of Meeting**

**STEP 3: SIGNATURE OF SECURITY HOLDER(S)** This section must be completed.

Security holder1

or duly authorised officer or attorney

Security holder2

or duly authorised officer or attorney

Security holder3

or duly authorised officer or attorney

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

**Electronic Investor Communications:**

If you receive the Notice of Meeting & Proxy by mail and wish to receive your future investor communications by email please provide your email address below.

For further information, please refer to the enclosed notice of meeting and explanatory memorandum.

## NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2015 Annual Meeting of Shareholders of Scott Technology Limited will be held at Scott Technology Limited, 630 Kaikorai Valley Road, Dunedin, on Thursday 26 November 2015. The Annual Meeting will be held immediately following the Special Meeting to approve the Scheme of Arrangement for the offer by JBS Australia Pty Limited which will commence at 2:00p.m.

### ORDINARY BUSINESS

#### 1. Annual Report

To consider and adopt the Report of the Directors, the Financial Statements and the Auditors' Report for the year ended 31 August 2015.

#### 2. Election of Director - S J McLauchlan (Resolution 1)

To re-elect and confirm the appointment of Mr S J McLauchlan as a Director.

In accordance with the Company's constitution, Mr S J McLauchlan retires by rotation, and being eligible, offers himself for re-election. Mr S J McLauchlan is an Independent Director in terms of the NZSX Listing Rules.

#### 3. Election of Director - C J Staynes (Resolution 2)

To re-elect and confirm the appointment of Mr C J Staynes as a Director.

In accordance with the Company's constitution, Mr C J Staynes retires by rotation, and being eligible, offers himself for re-election. Mr C J Staynes is an Independent Director in terms of the NZSX Listing Rules.

#### 4. Auditor (Resolution 3)

To record the reappointment of Deloitte as auditor of the Company and to authorise the Directors to fix the auditor's remuneration.

### OTHER BUSINESS

5. To consider such other business as may be properly submitted to the meeting.

By Order of the Board

A handwritten signature in black ink, appearing to read "G W Chiles".

G W Chiles  
Chief Financial Officer  
23 October 2015

### PROXIES

A shareholder entitled to attend and vote may appoint a proxy to attend and vote on his/her behalf. The proxy need not be a shareholder of the Company. An instrument appointing a proxy must be lodged at the Company's share registrar, Link Market Services Limited, PO Box 91976, Auckland 1142, New Zealand not less than 48 hours before the time for holding the meeting. A proxy form is enclosed for the convenience of shareholders.

### EXPLANATORY NOTES:

1. **Resolutions 1-3** are ordinary resolutions and are therefore required to be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.
2. **Resolutions 1 and 2 (Election of Directors)**: The NZSX Listing Rules require any director appointed by the Board during the year to retire at the next annual meeting on the basis that they may seek re-election if they wish. In addition, the NZX Listing Rules require that one-third of the remaining directors retire by rotation at each annual meeting (also on the basis that they may seek re-election if they wish). No nominations for directors were received from shareholders. The Board unanimously recommends that shareholders vote in favour of the re-election of Mr S J McLauchlan and Mr C J Staynes as directors of Scott Technology Limited.