

30 October 2015

NZX Limited
Level 1, NZX Centre 11 Cable Street
Wellington
New Zealand

Dear Sir / Madam

Re: Exclusion of disclosure for issue of equity securities

On 20 August 2015, Scott Technology Limited (**SCT**) and JBS Australia Pty Ltd (**JBS**) announced that they intend to proceed with a scheme of arrangement to raise capital for SCT and provide JBS at least a 50.1% stake in SCT. SCT and JBS have obtained initial orders from the High Court, approval of documentation from NZX, as well as preliminary approval from the Takeovers Panel.

Notice under clause 20(1)(a), Schedule 8, Financial Markets Conduct Regulations 2014 (Regulations).

As part of the scheme of arrangement, SCT is offering persons registered as shareholders on 28 October 2015 the opportunity to subscribe for further SCT ordinary shares under a 1 for 8 rights offer (**Rights Offer**). The Rights Offer is made in reliance upon the exclusion in clause 19 of Schedule 1 to the Financial Markets Conduct Act 2013 (**FMCA**), and this notice is provided under clause 20(1)(a) of Schedule 8 of the Regulations. The notice of meeting and documentation relating to the scheme of arrangement will be sent to shareholders later today.

SCT states that as at the date of this notice:

- (a) it is in compliance with the continuous disclosure obligations that apply to it under the NZX Main Board Listing Rules in relation to its quoted ordinary shares;
- (b) it is in compliance with its financial reporting obligations under the FMCA and the NZX Main Board Listing Rules; and
- (c) there is no "excluded information", that is information to which a continuous disclosure obligation would apply but which has not been disclosed by reason of an exclusion in or a waiver given under the NZX Main Board Listing Rules.

As at the date of this notice, no person controls SCT within the meaning of clause 48 of Schedule 1 of the FMCA.

If the scheme of arrangement becomes effective then JBS will obtain at least a 50.1% and, potentially, up to a 100% shareholding in SCT and accordingly will have control of SCT (within the meaning of clause 48 of Schedule 1 of the FMCA). If a 100% shareholding is obtained by JBS, SCT will be delisted.

If JBS does not acquire a 100% shareholding in SCT, SCT will become a subsidiary of JBS. As a result:

- (a) JBS will be able to pass and block ordinary resolutions of SCT by itself, subject to any voting restrictions in the NZX Main Board Listing Rules;

- (b) JBS will seek appropriate representation on the board of SCT. Consequently, JBS will have significant influence over the financial and operating policies of SCT. JBS's current intentions with respect to SCT are detailed in the JBS takeover offer document to be released to NZX later today; and
- (c) the voting control over SCT of all other shareholders will be diluted relative to their voting control as at the date of this notice.

Therefore, a material effect on the control of SCT will occur if the scheme of arrangement becomes binding.

Further details of the scheme of arrangement (including a timetable) and the Rights Offer are available in the notice of meeting relating to the scheme of arrangement. These documents will be sent to shareholders and released to NZX later today.

Approved for release by

Chris Hopkins
Chief Executive and Managing Director