



PROXY FORM & VOTING PAPER FOR SPECIAL MEETING

CSN/Shareholder Number:

A Special Meeting of shareholders of Scott Technology Limited will be held at: 630 Kaikorai Valley Road, Dunedin on Thursday 26 November 2015 at 2:00 p.m.

IMPORTANT:

If you are attending the Special Meeting:

Bring this Proxy Form and Voting Paper intact.

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

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

LODGE YOUR PROXY:

Online:

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

Scan and Email:

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

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF (If not attending the Special 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 Special Meeting of the Company to be held on the 26th day of November 2015 and at any adjournment thereof.

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 2: RESIDENCY DECLARATION

Please confirm your residency by placing a tick (✓) in the appropriate box:

New Zealand resident shareholder Overseas resident shareholder

STEP 3: ITEM 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.

Special Resolution

1. That the Scheme of Arrangement providing for:

- (a) the transfer of ordinary shares in the Company pursuant to acceptances by shareholders of an offer by JBS (**JBS Offer**) to acquire all of the ordinary shares of the Company (other than the shares of those shareholders who accept the Rights Offer referred to in paragraph (b) below in respect of any of their shares) at a purchase price of \$1.39 per share in accordance with and subject to the terms and conditions contained in the JBS Offer Document (the **Transfer of Shares**);
- (b) the issue of ordinary shares in the Company (**Rights Issue Shares**) pursuant to acceptances by shareholders of a pro rata 1 for 8 non-renounceable rights offer of new ordinary shares at an issue price of \$1.39 per share (**Rights Offer**) in accordance with and subject to the terms and conditions contained in the Rights Offer Document;
- (c) the issue of 10,000,000 ordinary shares in the Company to JBS at an issue price of \$1.39 per share (**Placement Shares**) in accordance with and subject to the terms and conditions contained in the Subscription Agreement;
- (d) the issue of such number of additional ordinary shares in the Company at an issue price of \$1.39 per share (**Top Up Shares**) as required for JBS to hold 50.1% of all the shares in the Company (if it would not already do so after the Transfer of Shares and the issue of the Placement Shares and the Rights Issue Shares) in accordance with and subject to the terms and conditions contained in the Subscription Agreement; and
- (e) the transfer of ordinary shares in the Company pursuant to the compulsory acquisition provisions set out in the JBS Offer in the event JBS has acquired 90% or more of the ordinary shares in the Company (calculated after the issue of the Rights Issue Shares) as a result of the Transfer of Shares and the issue of the Placement Shares as set out above;

as more particularly described in the explanatory memorandum contained in the Notice of Special Meeting, be approved.

For	Against	Abstain	Proxy Discretion
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 4: 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.