



## PROXY FORM & VOTING PAPER FOR ANNUAL MEETING

**CSN/Shareholder Number:**

The 2018 Annual Meeting of shareholders of Scott Technology Limited will be held at: Scott Technology Limited, 10 Maces Road, Christchurch on Thursday 29 November 2018 commencing at 3:00p.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:

**Scan and Email:**

m.aberhart@scott.co.nz

**Mail:**

Use the enclosed reply paid envelope or address to:  
Scott Technology Limited  
Private Bag 1960  
Dunedin 9054 New Zealand

**Deliver:**

Scott Technology Limited  
630 Kaikorai Valley Road  
Dunedin 9011

**General Enquiries:**

Phone: +64 3 478 8110

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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 Scott Technology Limited, Private Bag 1960, Dunedin 9054, New Zealand, not less than 48 hours before the time of the 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 authorized.
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 29<sup>th</sup> day of November 2018 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 – John Thorman  
That Mr John Thorman be elected as a Director.
2. Election of Director – Brent Eastwood  
That Mr Brent Eastwood be re-elected as a Director.
3. Election of Director – Edison Alvares  
That Mr Edison Alvares be re-elected as a Director.
4. 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
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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 holder 1

Security holder 2

Security holder 3

or duly authorised officer or attorney or duly authorised officer or attorney 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 notes.

## NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2018 Annual Meeting of Shareholders of Scott Technology Limited will be held at Scott Technology Limited, 10 Maces Road, Christchurch, on Thursday 29 November 2018 commencing at 3:00pm.

### ORDINARY BUSINESS

#### 1. Annual Report

To consider and adopt the Report of the Directors, the Financial Statements and the Auditor's Report for the year ended 31 August 2018.

#### 2. Election of Director – John Thorman (Resolution 1)

To elect and confirm the appointment of Mr John Thorman as a Director.

In accordance with the Company's constitution and the NZSX Listing Rule 3.3.6, Mr John Thorman was appointed by the Board during the year and automatically retires at the annual meeting. Being eligible, Mr John Thorman offers himself for election. Mr John Thorman is an Independent Director in terms of the NZSX Listing Rules.

#### 3. Election of Director – Brent Eastwood (Resolution 2)

To re-elect and confirm the appointment of Mr Brent Eastwood as a Director.

In accordance with the Company's constitution and the NZSX Listing Rule 3.3.11, Mr Brent Eastwood retires by rotation, and being eligible, offers himself for re-election. Mr Brent Eastwood represents JBS Australia Pty Limited and is therefore not an Independent Director in terms of the NZSX Listing Rules.

#### 4. Election of Director – Edison Alvares (Resolution 3)

To re-elect and confirm the appointment of Mr Edison Alvares as a Director. In accordance with the Company's constitution and the NZSX Listing Rule 3.3.11, Mr Edison Alvares retires by rotation, and being eligible, offers himself for re-election. Mr Edison Alvares represents JBS Australia Pty Limited and is therefore not an Independent Director in terms of the NZSX Listing Rules.

#### 5. 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

6. 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  
29 October 2018

### 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 with the Company, Scott Technology Limited, Private Bag 1960, Dunedin 9054, New Zealand not less than 48 hours before the time for holding the meeting. A proxy form is enclosed for the convenience of shareholders.

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.

## **EXPLANATORY NOTES:**

1. Resolutions 1-4 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, 2 and 3 (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 election if they wish. In addition, the NZSX Listing Rules require that an Executive Director be appointed for a term not exceeding five years (but not precluding them being reappointed) and one-third of the directors to retire by rotation at each annual meeting (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 election of Mr John Thorman and the re-election of Mr Brent Eastwood and Mr Edison Alvares as Directors of Scott Technology Limited.

### **3. Resolution 1: Election of Director Mr John Thorman**

John Thorman retires and seeks election in accordance with NZSX Listing Rule 3.3.6. John Thorman is the Managing Director of TMF Group New Zealand and a director of a number of other overseas owned New Zealand businesses. He has had a successful career with leading global professional services firms working in Europe and New Zealand as well as holding the position of CFO of an internet start-up. He has considerable experience in assisting companies expand into new markets, acquire and integrate businesses and maintain compliance globally.

### **4. Resolution 2: Election of Director Mr Brent Eastwood**

Brent Eastwood retires and seeks re-election in accordance with NZSX Listing Rule 3.3.11. Brent Eastwood was appointed Chief Executive Officer of JBS Australia in September 2012. Prior to this he was Chief Operating Officer for JBS Australia (Northern). Brent Eastwood has extensive international experience in business leadership, and the sales and marketing of animal protein. He has worked in executive roles within JBS USA including Head of JBS Trading Worldwide, Vice-President Beef Sales USA and President of JBS Carriers USA. His prior experience in Australia included time with JBS' predecessor company, Australia Meat Holdings, as General Manager of AMH Trading Division for five years, eight years in meat trading with the DR Johnson Group and three years as CEO of the ConAgra Trade Group in Sydney. Brent Eastwood entered the meat industry in New Zealand in 1984 and spent five years in management roles including Production, Quality Assurance, Cold Storage, Operations and Payroll.

### **5. Resolution 3: Election of Director Mr Edison Alvares**

Edison Alvares retires and seeks re-election in accordance with NZSX Listing Rule 3.3.11. Edison Alvares has over 20 years' experience in major companies within Brazil and on a global scale. He holds an Economics degree and Business Administration degree, and concluded his Executive Master of Business Administration (EMBA) in 2015 at Queensland University of Technology (QUT). His area of expertise is Finance and Controlling. For over ten years Edison Alvares has led the Finance and Administration team of JBS Australia, from the first stages of JBS's ownership and expansion in 2007, through to the consolidated business today of over 13,000 employees and revenue in excess of AU\$7b. Prior to joining JBS in 2005 in Brazil, he was employed in finance and controlling roles within the telecommunications and capital goods sector.