

7 June 2013

## Norfolk Shareholders to Vote on Scheme to Implement RCR Tomlinson Proposal

### Summary

- **Federal Court of Australia orders the convening of a meeting of Norfolk shareholders on Wednesday, 17 July 2013 to consider the proposed Scheme**
- **Unanimous recommendation by the Norfolk Board that Norfolk shareholders vote in favour of the Scheme, in the absence of a superior proposal**
- **The Independent Expert has concluded that the Scheme is fair and reasonable and in the best interests of Norfolk Shareholders, in the absence of a superior proposal**
- **Major shareholder, Maui Capital, reaffirms its intention to support the Scheme, in the absence of a superior proposal**

Norfolk Group Limited (ASX: NFK) (**Norfolk**) today announced that the Federal Court of Australia has ordered a meeting of Norfolk shareholders (**Scheme Meeting**) to consider and vote on the previously announced scheme of arrangement (**Scheme**) under which RCR Tomlinson Ltd (ASX: RCR) (through its wholly-owned subsidiary, RCR Infrastructure Pty Ltd) will acquire all of the issued shares in Norfolk. If the Scheme becomes effective, Norfolk shareholders will receive A\$0.48 cash per share.

### Time and date of Scheme Meeting

The Scheme Meeting will be held at the Cambridge Room, Christie Conference Centre, 56 Berry Street, North Sydney on Wednesday, 17 July 2013 at 10.00am (Sydney time).

### Unanimous Board recommendation

The Norfolk Board unanimously recommends that Norfolk shareholders vote in favour of the Scheme at the Scheme Meeting, in the absence of a superior proposal. Subject to the same qualification, each Norfolk director intends to vote all the Norfolk shares directly or indirectly held, controlled or represented by them in favour of the Scheme at the Scheme Meeting and procure that any Norfolk shareholder associated with, or represented by, them will vote in favour of the Scheme at the Scheme Meeting.

### Independent Expert opinion

The Independent Expert, Lonergan Edwards & Associates, has concluded that the Scheme is fair and reasonable and in the best interests of Norfolk Shareholders, in the absence of a superior proposal.

### Major Shareholder Support

Maui Capital Limited and its associates (**Maui Capital**) are shareholders in Norfolk and hold a relevant interest in excess of 20 per cent of Norfolk. Maui Capital has advised the Norfolk Board that, in the absence of a superior proposal, it intends to vote all Norfolk shares held, controlled or represented by it in favour of the Scheme.

**Scheme Booklet**

Information relating to the Scheme, including the notice convening the Scheme Meeting and the Independent Expert's Report, will be included in an explanatory booklet to be sent to Shareholders (the **Scheme Booklet**). A copy of the Scheme Booklet will be released to the market following its registration with the Australian Securities and Investments Commission (**ASIC**).

**Key dates**

Key events and the indicative timing in relation to the approval and implementation of the Scheme is set out in the table below:

Event	Indicative date
Scheme Meeting	Wednesday, 17 July 2013
Second Court Date	Friday, 19 July 2013
Effective Date	Friday, 19 July 2013
Record Date	Friday, 26 July 2013 (7.00pm, Sydney time)
Implementation Date	Wednesday, 31 July 2013
Payment of Scheme Consideration to Scheme Shareholders	By Monday, 5 August 2013

All dates in the above timetable are indicative only and are subject to change. Any changes will be announced by Norfolk to the ASX and published on Norfolk's website at [www.norfolkgl.com](http://www.norfolkgl.com).

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**Norfolk Group Limited**

Norfolk is a leading provider of integrated engineering services in the electrical, HVAC (heating, ventilation and airconditioning) and facilities management markets.

Norfolk employs more than 2,700 people, including highly skilled engineers, electricians, air conditioning technicians and apprentices, across more than 120 locations throughout Australia, New Zealand and Asia. Norfolk has more than 10,000 customers across a range of sectors including infrastructure, industrial, commercial, resources, retail, government and communications.

For further information on Norfolk, please visit [www.norfolkgl.com](http://www.norfolkgl.com).