

NOTICE OF ANNUAL MEETING 2020

NOTICE OF 2020 ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the 2020 Annual Meeting of Shareholders of Scott Technology Limited will be held on Thursday, 3 December 2020 commencing at 3:00pm.

Venue

Scott Technology, 630 Kaikorai Valley Road, Dunedin.

Online

<http://www.virtualmeeting.co.nz/sct20>

We kindly request that meeting attendees arrive no later than 2:45pm to allow time to register for voting and attendance purposes.

Scott Technology may hold the meeting as an online-only meeting if the Company considers it necessary, or desirable to do so to comply with any applicable legal restrictions, or for health and safety reasons, associated with the COVID-19 pandemic or otherwise. If Scott exercises its discretion to hold an online-only meeting, Scott will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and on Scott's website.

Dear Shareholder

We are pleased to invite you to attend our Annual Shareholders' Meeting.

This is a chance for you to hear from myself and our new Chief Executive Officer, John Kippenberger, on our performance in FY20 and our progress under our new 'Scott 2025' strategy which was launched in the second half of the FY20 year.

You will also have the opportunity to discuss any questions you may have about our Company and its performance and vote on resolutions.

We acknowledge the importance of allowing our shareholders to meet with your directors face to face, but given the uncertainty of the COVID-19 environment are also providing shareholders with the opportunity to participate in the Meeting online. Included with this Notice of Meeting are details on how to attend the Meeting online.

If you are unable to attend the Meeting, we encourage you to complete and lodge a proxy vote, either online or by returning your proxy form in accordance with the instructions on that form.



Stuart McLauchlan
Chairman

AGENDA

1. CHAIRMAN AND MANAGEMENT PRESENTATIONS
2. SHAREHOLDER DISCUSSION
3. RESOLUTIONS

To consider, and if thought fit, pass the following ordinary resolutions:

Resolution 1: Re-Election of Director – Stuart McLauchlan

That Stuart McLauchlan, who retires as a Director and, being eligible, offers himself for re-election by shareholders, be re-elected as a Director.

Resolution 2: Election of Director – John Kippenberger

That John Kippenberger, who was appointed as a Director by the Board during the year, be elected as a Director of the Company.

Resolution 3: Election of Director – Alan Byers

That Alan Byers, who was appointed as a Director by the Board during the year, be elected as a Director of the Company.

Resolution 4: Auditor

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

Further information relating to the resolutions is set out in the Explanatory Notes to this Notice of Meeting.

4. OTHER BUSINESS

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

By Order of the Board

A handwritten signature in blue ink, appearing to read "J Kippenberger".

J Kippenberger
Chief Executive Officer
30 October 2020

EXPLANATORY NOTES:

RESOLUTION 1: RE-ELECTION OF STUART MCLAUCHLAN

The NZX Listing Rules require that no director may hold office (without-re-election) past the third annual meeting following that director's appointment, or three years, whichever is the longer. However, any such directors may offer themselves for re-election by shareholder approval in accordance with rule 2.3.

As such, Stuart McLauchlan retires as a director and, being eligible, offers himself for re-election by shareholders. The Board has determined that Stuart is an Independent Director.

Scott's Board regularly reviews Board membership, and succession planning takes into account the skills, capabilities, experience and knowledge required to provide effective oversight of Scott's strategy and growth. In line with this, four new directors have been appointed in the last two years. Stuart has overseen the global expansion of Scott Technology and his in-depth knowledge of the organisation and strong governance experience are considered to be of considerable value. Therefore, the Board unanimously supports his re-election.

STUART MCLAUCHLAN

BCom, FCA, CFInstD

Term of Office: Appointed 2007

Board Responsibilities: Chairman, Independent Director, Member of the Audit & Financial Risk Committee, chair of the Health & Safety Committee, the Governance, Remuneration & Nominations Committee and the Treasury Committee.

Stuart is a Senior Partner of GS McLauchlan & Co Business Advisors and Accountants, a prominent businessman and company director. He is a director of EBOS Group and Argosy Property and holds governance roles with a number of private companies. He is also a past President of the New Zealand Institute of Directors.

RESOLUTIONS 2 AND 3: ELECTION OF DIRECTORS

Under the NZX Listing Rules, a director appointed by the Board must not hold office (without re-election) past the first annual meeting following appointment. Accordingly, John Kippenberger and Alan Byers are standing for election by shareholders at the Meeting. The Board unanimously supports the election of John and Alan.

JOHN KIPPENBERGER

BBS, MBA

Term of Office: Appointed 2020

Board Responsibilities: Executive Director, Member of the Treasury Committee and the Health & Safety Committee.

John is an experienced business leader who has a successful career as CEO of a number of international business-to-business and consumer branded companies. This has included time in Australia as CEO of several industrial companies of George Weston Foods Limited before leading their large meat & dairy organisation which included 1,200 people operating across seven factories.

After returning to New Zealand in 2006, John was a part-owner and the Chief Executive of Premier Beehive NZ Limited. More recently, John led the exponential growth and development of Manuka Health NZ Limited. This included expansion of the company's agricultural and factory operations, along with an acquisition in Germany and the opening of company operations in Australia, the United States, the United Kingdom and parts of South East Asia and China.

The Board has determined that John is not an Independent Director for the purposes of the Listing Rules, as he is Chief Executive Officer of Scott Technology.



ALAN BYERS

BCom, MBA

Term of Office: Appointed 2020

Board Responsibilities: Non-executive Director, Member of the Health & Safety Committee

Alan was most recently the President of US Regional Beef, retiring from that position after 43 years in the industry.

Alan is now serving as a Senior Advisor to Andre Nogueira and the collective JBS US business. Prior to joining JBS USA, Alan held a number of senior executive roles, including CEO / President of Meyer Natural Foods, President of ConAgra Signature Meats, and 18 years with Hormel culminating in an assignment as President of Dubuque Foods.

The Board has determined that Alan is not an Independent Director for the purposes of the Listing Rules as he represents Scott Technology Limited's majority shareholder, JBS Australia Pty Ltd.

RESOLUTION 4: FIX THE REMUNERATION OF THE AUDITOR

Pursuant to section 207T of the Companies Act 1993, Deloitte is automatically reappointed at the Annual Meeting as auditor of the Company. The resolution authorises the Board to fix the remuneration of Deloitte as the Company's auditor.



IMPORTANT INFORMATION

VIRTUAL ANNUAL MEETING

Shareholders will be able to attend and participate in the Meeting virtually via an online platform provided by Scott Technology's share registrar, Link Market Services at <http://www.virtualmeeting.co.nz/sct20>. If you will be attending online, you will require your Holder Number for verification purposes.

Shareholders attending and participating in the Meeting virtually via the online platform will be able to vote and ask questions during the Meeting. More information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>

VOTING

The only persons entitled to vote at the Meeting are registered shareholders (or their proxies or representatives) as at 3:00pm on Tuesday 1 December 2020, being not later than 48 hours prior to the start of the meeting. Only the shares registered in those shareholders' names at that time may be voted at the Meeting.

Voting can be done by appointing a proxy to vote on your behalf at the Meeting; or by participating in the Meeting and voting.

RESOLUTIONS

Resolutions 1 to 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.

PROXIES, CORPORATE REPRESENTATIVES AND POWER OF ATTORNEY

Any shareholder may appoint another person or persons as proxy to attend, and vote on his or her behalf at the Meeting. If a shareholder wishes to appoint a proxy to attend and vote in their place, that shareholder should complete the proxy form which is enclosed with this Notice of Meeting or follow the instructions on the proxy form to lodge a proxy online.

Either of the joint holders of a share may sign the proxy form. A proxy does not have to be a shareholder in the Company.

The Chairman, the Directors and Chief Executive Officer offer themselves as proxy to shareholders and, if given discretion, will vote in favour of the resolutions.

A corporation that is a shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as that which it could appoint a proxy. Corporate representatives should bring along to the Meeting evidence of their authority to act for the relevant corporation.



Any person representing a shareholder(s) by virtue of a power of attorney must bring evidence of their authority to vote on behalf of the shareholder(s) and power of attorney.

Proxy forms must be received by Link Market Services no later 3:00pm on Tuesday 1 December 2020. Proxy forms can be lodged by:

- Post to PO Box 91976, Auckland 1142
- Fax to +64 09 375 5990
- Email to meetings@linkmarketservices.com
- Lodged online at <https://investorcentre.linkmarketservices.co.nz/voting/SCT>. You will be required to enter your CSN/Holder number and FIN and follow the instructions from there.

SHAREHOLDER QUESTIONS

Scott Technology offers the facility for shareholders to submit questions to the Board in advance of the Meeting. Questions should be relevant to matters at the Annual Meeting, including matters arising from the financial statements, general questions regarding the performance of Scott Technology, and questions with regard to the resolutions. There will also be the opportunity for shareholders to ask questions during the Meeting.

Please submit questions by completing the section on the Proxy Form and submitting to Link Market Services by 3:00pm on Tuesday 1 December 2020.

PRESENTATIONS AND SCOTT TECHNOLOGY FY20 ANNUAL REPORT

The Meeting presentations and voting results will be released to the NZX and published on the Company website at <https://www.scottautomation.com/investor-relations/announcements/>.

A copy of Scott Technology's latest Annual Report is publicly available, and copies of future Shareholder Reports will be available on the company website at <https://www.scottautomation.com/investor-relations/publications/>.