

The Directors
Cavotec MSL Group Holdings Limited
PO Box 13-811
Christchurch

28 February 2007

Auditors' report on the Opening Balance Sheet of Cavotec MSL Holdings Limited and Subsidiaries as at 1 January 2007

Dear Directors

We have prepared this report on the attached summarised balance sheet of Cavotec MSL Holdings Limited and Subsidiaries (the Group) immediately after the merger of Cavotec Group Holdings NV and Mooring Systems Limited (renamed Cavotec MSL Holdings Limited) which has an effective date of 1 January 2007.

Directors' responsibilities

The Company's Directors are responsible for the preparation and presentation of this summarised balance sheet of Cavotec MSL Holdings Limited as the effective date of the merger being 1 January 2007.

The Directors are also responsible for preparing the summarized special purpose balance sheet.

Auditors' responsibilities

We are responsible for expressing an independent opinion on the summarised balance sheet of the Group as at the effective date of the merger being 1 January 2007 presented by the Directors.

In this regard we are also responsible for reporting on the following matters which have been prepared and presented by the Directors:

- (a) the amounts included in the summarised balance sheet which have been extracted from the audited consolidated financial statements of Cavotec Group Holdings NV for the year ended 31 December 2006. We were not the auditors of Cavotec Group Holdings NV for the year ended 31 December 2006; and
- (b) the reverse acquisition accounting entries.

We have no relationship with or interests in the Company or any of its subsidiaries other than in our capacities as auditors and tax advisers.

Basis of opinion on the amounts set out in the opening balance sheet of the Group which have been taken from the audited financial statements of the Group for the year ended 31 December 2006.

We have undertaken procedures to provide reasonable assurance that the amounts set out in the summarised balance sheet of the Group have been correctly taken from the audited financial statements of the Group for the year ended 31 December 2006.

Basis of opinion on the reverse acquisition accounting entries

We have examined the reverse acquisition accounting entries to confirm that, so far as the accounting entries are concerned, they are in accordance with New Zealand Equivalent to International Financial Reporting Standard 3 'Business Combinations' (NZ IFRS 3).

Unqualified opinion on the opening balance sheet

We have obtained all the information and explanations we have required.

In our opinion

- (i) the amounts set out in the attached summarised balance sheet of the Group have been correctly extracted from the audited financial statements of the Group for the year ended 31 December 2006, and
- (i) the reverse acquisition accounting entries are in accordance NZ IFRS 3 'Business Combinations'.

Yours faithfully



PricewaterhouseCoopers

CAVOTEC MSL HOLDINGS Ltd.

Consolidated Balance Sheet

as at 1 January 2007

Assets	
Fixed assets	
Intangible fixed assets	
Goodwill	33,753,771
Patents, Intellectual Property & Development Costs	7,127,844
Total intangible fixed assets	40,881,615
Tangible fixed assets	6,957,785
Financial fixed assets	984,455
Total fixed assets	€ 48,823,855
Current assets	
Inventories	18,894,007
Accounts receivable	25,805,424
Cash at bank and in hand	4,970,835
Total current assets	€ 49,670,267
Total assets	€ 98,494,122
Liabilities & shareholders' equity	
Shareholders' equity	47,550,808
Minority shares	1,461,566
Provisions	233,904
Long-term liabilities	18,095,104
Current liabilities	31,152,739
Total liabilities, & shareholders' equity	€ 98,494,122

Consolidated Balance Sheet in NZD*

as at 1 January 2007

Assets	
Fixed assets	
Intangible fixed assets	
Goodwill	63,221,148
Patents, Intellectual Property & Development Costs	13,350,523
Total intangible fixed assets	76,571,671
Tangible fixed assets	13,032,000
Financial fixed assets	1,843,894
Total fixed assets	\$ 91,447,564
Current assets	
Inventories	35,388,663
Accounts receivable	48,333,816
Cash at bank and in hand	9,310,424
Total current assets	\$ 93,032,903
Total assets	\$ 184,480,467
Liabilities & shareholders' equity	
Shareholders' equity	89,063,136
Minority shares	2,737,528
Provisions	438,104
Long-term liabilities	33,892,310
Current liabilities	58,349,390
Total liabilities, & shareholders' equity	\$ 184,480,468

* The exchange rate used was NZ\$1 equals Euro 0.534