

Proposal for Restructuring of Cavotec MSL Holdings Limited

Information Memorandum for shareholders in
Cavotec MSL Holdings Limited

1 August 2011

YOUR DIRECTORS UNANIMOUSLY RECOMMEND THAT YOU VOTE IN FAVOUR OF THE RESOLUTION IN CONNECTION WITH THE RESTRUCTURING.

This is an important document and requires your immediate attention.

You should read all of it and the accompanying documentation before deciding whether or not to approve the resolution required to implement the restructuring. If you do not understand any of it or are not sure what to do, please consult an NZX firm or your legal or financial advisor immediately. If you have sold all of your Cavotec MSL Holdings Limited shares, you should immediately hand this Information Memorandum to the purchaser of your shares, or to a member of the NZX or other agent through whom the sale was made to be passed to the purchaser.

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1 **LETTER FROM THE CHAIRMAN**



Lugano, 1 August 2011

Dear Cavotec friends,

As decided with a great majority at our AGM of April 28 in Christchurch, our Company has applied for a formal High Court approval to execute the planned corporate reorganisation through a Scheme of Arrangement.

Consequently, the Cavotec Board of Directors is now inviting all shareholders to an EGM, which will be held in Christchurch, on 1 September 2011 at 11:00am at Peppers Clearwater Resort, Clearwater Avenue, Harewood, Christchurch, New Zealand, where we will seek final shareholder approval to implement the Scheme of Arrangement as described in Section 3 of this Information Memorandum.

Background

As the overall economic climate improves, we believe that this is the right time to prepare a solid platform to underpin our strategy for future growth. These plans will require increases in capital to provide the foundations on which to build the Group in a sustainable manner.

Despite having many friends in New Zealand, who fully support Cavotec, the performance of the CCC-share has been impacted by the downturn in global capital markets and a generally illiquid trading environment on the NZX.

With the aim of creating greater value for all our shareholders, the Board has carefully evaluated a large number of options over the past two years to resolve these issues.

Our research has led us to propose a corporate reorganisation that would see Cavotec seek a listing on the NASDAQ OMX Stockholm, part of the world's largest stock exchange group. Our ultimate goal with this process is to create a strong platform for Cavotec on which we can attract new capital from both Swedish and international investors and institutions.

Procedure and Timetable

Please see below a timetable of the major steps for the transaction.

- February 22, 2011 Official Announcement (executed)
- April 28, 2011 AGM vote by ordinary resolution for the Board to undertake further work on proposed corporate restructuring (executed)
- May – July 2011 Preparation of Scheme of Arrangement and High Court approval (executed)

- 1 September 2011 EGM vote on special resolution on the Scheme of Arrangement
- 16 September 2011 Date of the Listing Committee meeting for the NASDAQ OMX Stockholm listing
- 3 October 2011 Implementation of Scheme of Arrangement
- 19 October 2011 Listing of Cavotec SA shares on the NASDAQ OMX Stockholm

Further key timetable dates are set out in Section 2 of this Information Memorandum.

Scheme of Arrangement

The proposed Scheme of Arrangement will consist of a share-for-share transaction, where all Cavotec MSL shareholders will receive one share in Cavotec SA, a company incorporated in Switzerland, for every one share held in Cavotec MSL. Cavotec SA is in the process of applying to have its shares listed on the NASDAQ OMX in Stockholm.

With the exception of the changing of the Group's main holding company, the reorganisation does not alter Cavotec's organisational structure, business assets or operations. Similarly, the Board and the operational management will in all material respects remain the same. Here we will undertake some minor adaptations in order to comply with the requirements of the Swedish Corporate Governance and the NASDAQ OMX Stockholm Listing Rules (please refer to Sections 6 and 7 of this Information Memorandum for further information).

In accordance with the NASDAQ OMX Stockholm regulations and requirements, the company (Cavotec SA) will continue to report in Euros (EUR) but will issue quarterly reports in English. The new Cavotec SA shares will be quoted in Swedish Krona (SEK).

The NASDAQ OMX Stockholm

The NASDAQ OMX Stockholm is part of the NASDAQ OMX Group, Inc., which is the world's largest exchange company. It delivers trading, exchange technology and public company services across six continents, with more than 3,600 listed companies. I refer you to the report from Handelsbanken, our European investment banking advisors in section 5 of this Information Memorandum.

NASDAQ OMX Stockholm operates as part of NASDAQ OMX Nordic, which operates exchanges in Helsinki, Copenhagen, Stockholm, Iceland, Tallinn, Riga, and Vilnius.

Some answers to FAQ

Q: What will happen to my shares when the company moves to Stockholm?

A: All our shareholders have their CCC-shares registered at LMS (Link Market Services). Shortly after the time of the move to Sweden, Cavotec

shareholders will receive a communication from LMS showing a registration of the number of Cavotec MSL delisted shares, with a second registration showing an equal number of Cavotec SA shares listed on the NASDAQ OMX Stockholm.

Q: Is Cavotec leaving New Zealand for good?

A: No, Cavotec is only changing its listing from New Zealand to Sweden and the listed entity from a New Zealand company to a Swiss company. In fact, Cavotec will keep its presence in New Zealand through:

- A) its Center of Excellence for MoorMaster Systems in Christchurch, where some 20 highly qualified engineers and other staff are currently working
- B) judging from the positive response recorded from our shareholders at the AGM, we hope that most of our current NZ shareholders will follow the company to Sweden. This fact in itself creates a substantial presence in NZ, and a reflection of the strong support we have always encountered through our NZ shareholders.

Needless to say, we would be very happy to maintain close relations with our NZ friends and make sure to organize information meetings on a yearly or semi-annual basis.

Q: Why should I continue my investment in Cavotec when it moves to Sweden?

A: As we have informed our shareholders at the latest AGM and through other announcements, our company has now clearly come out of the recession and is well positioned for growth. We are in growth mode and have started to actively pursue several acquisition targets. Moreover, we also need to grow with the aim to acquire the necessary critical mass in order to become an effective global company with ability to support all our customers worldwide. The market is there for us, so it's more a question to manage the company well in order to reach these ambitious targets.

If we look at Cavotec and its current position and development, we can safely say that all fundamentals are quite positive. In a normal situation this should have a positive impact on our share price.

Your Board has taken extensive advice from Handelsbanken Bank, an investment bank with an office in Stockholm, Swedish legal advice from Vinge, a Swedish law firm, on issues associated with the listing of Cavotec SA's shares on the NASDAQ OMX Stockholm, and Swiss legal advice from Bär & Karrer, a Swiss law firm, on the implications of using a Swiss incorporated company as the listed parent. Each of these advisors provides a report contained within this Information Memorandum. Your Board is satisfied, after taking this advice, there are no material disadvantages or risks to shareholders with this proposal, other than the change in tax treatment for New Zealand resident shareholders as explained in more detail in the PricewaterhouseCoopers report in section 4 of this Information Memorandum. We are comfortable that the NASDAQ OMX Stockholm is a reputable and significant securities exchange suitable for the listing of Cavotec SA's shares, and is subject to

the level of regulation and oversight that our shareholders would expect and are used to under the New Zealand regulatory environment.

Your Board is also satisfied, after taking this advice, that the proposed restructuring is in the best interests of Cavotec MSL shareholders and there are a number of advantages in the proposed restructuring being given effect, with the key advantages being:

- that the presence of Cavotec SA on the NASDAQ OMX Stockholm is positive for investor interest and will assist Cavotec SA to raise capital in the future (if required); and
- the likely greater liquidity in the trading of Cavotec SA shares on the NASDAQ OMX Stockholm when compared to the trading of Cavotec MSL shares on the NZSX.

As set out in section 7 of this Information Memorandum, your directors hold between them just under 40% of the total shares on issue in Cavotec MSL at the date of this Information Memorandum, and each director has confirmed to me that all of these shares will be voted in favour of this corporate reorganisation.

We would be very happy to have our NZ shareholders with us on this journey.

Final remarks

The Board encourages all shareholders able to attend the EGM on 1 September 2011 in Christchurch, to vote at the meeting, and for those who are unable to attend, to appoint a proxy.

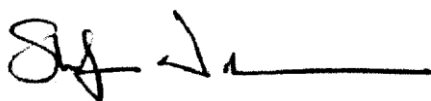
If you have any questions regarding the proposed transaction that you wish answered at or prior to the EGM, please send your query in writing to:

Stefan Widegren
Executive Chairman
Cavotec Corporate Office
Via Serafino Balestra 27
CH-6900 Lugano
Switzerland

Email: stefan.widegren@cavotec.com

Thank you for your strong support and trust in our company. We look forward to seeing you in Christchurch again.

Kind regards,



Stefan Widegren
Executive Chairman

2 KEY TIMETABLE DATES

- | | |
|--|-------------------|
| • Special meeting of shareholders to approve restructuring | 1 September 2011 |
| • Cessation of trading on NZX to implement restructuring | 27 September 2011 |
| • Record date for determining shareholding of Cavotec MSL for the purpose of the restructuring | 29 September 2011 |
| • Date of implementation of restructuring at which time shareholders will be issued with Cavotec SA shares | 3 October 2011 |
| • Date by which shareholders will be sent details of their shareholding in Cavotec SA | 7 October 2011 |
| • Date of listing of Cavotec SA shares on the NASDAQ OMX Stockholm with trading commencing | 19 October 2011 |

Note: These dates may be subject to change. In particular, the restructuring will only occur after Cavotec SA has received confirmation from the listing committee of the NASDAQ OMX Stockholm that its application for the listing of its shares has been approved. It is anticipated this approval should be available by the end of September. We will also endeavour to limit the time period between the cessation of trading on the NZSX and the commencement of trading on the NASDAQ OMX Stockholm.

3 DETAILS OF THE RESTRUCTURING PROPOSAL

Objective of restructuring

The objective of the restructuring proposal is that shareholders in Cavotec MSL will cease to hold shares in Cavotec MSL and will instead hold shares in Cavotec SA, a company registered in Switzerland, with no change to the underlying Cavotec business or assets and with each shareholder holding the same number of shares and percentage of shares on issue in Cavotec SA, as they held in Cavotec MSL. The board of Cavotec SA consists of persons who are current board members of Cavotec MSL. Details of the Cavotec SA board are set out in Section 7.

Effect of restructuring

Shareholders will change the entity in which the shareholders have an interest in the Cavotec group of companies. After the restructuring the shareholders will hold shares in Cavotec SA, a Swiss registered company, rather than Cavotec MSL, and your shares in Cavotec SA will be listed on the NASDAQ OMX Stockholm not the NZSX. None of the Cavotec MSL shareholders (including the directors of Cavotec MSL) is guaranteeing the securities that will be offered to the Cavotec MSL shareholders to implement the proposed restructuring. The proposed restructuring is being undertaken pursuant to a High Court approved scheme of arrangement under section 236 of the Companies Act 1993.

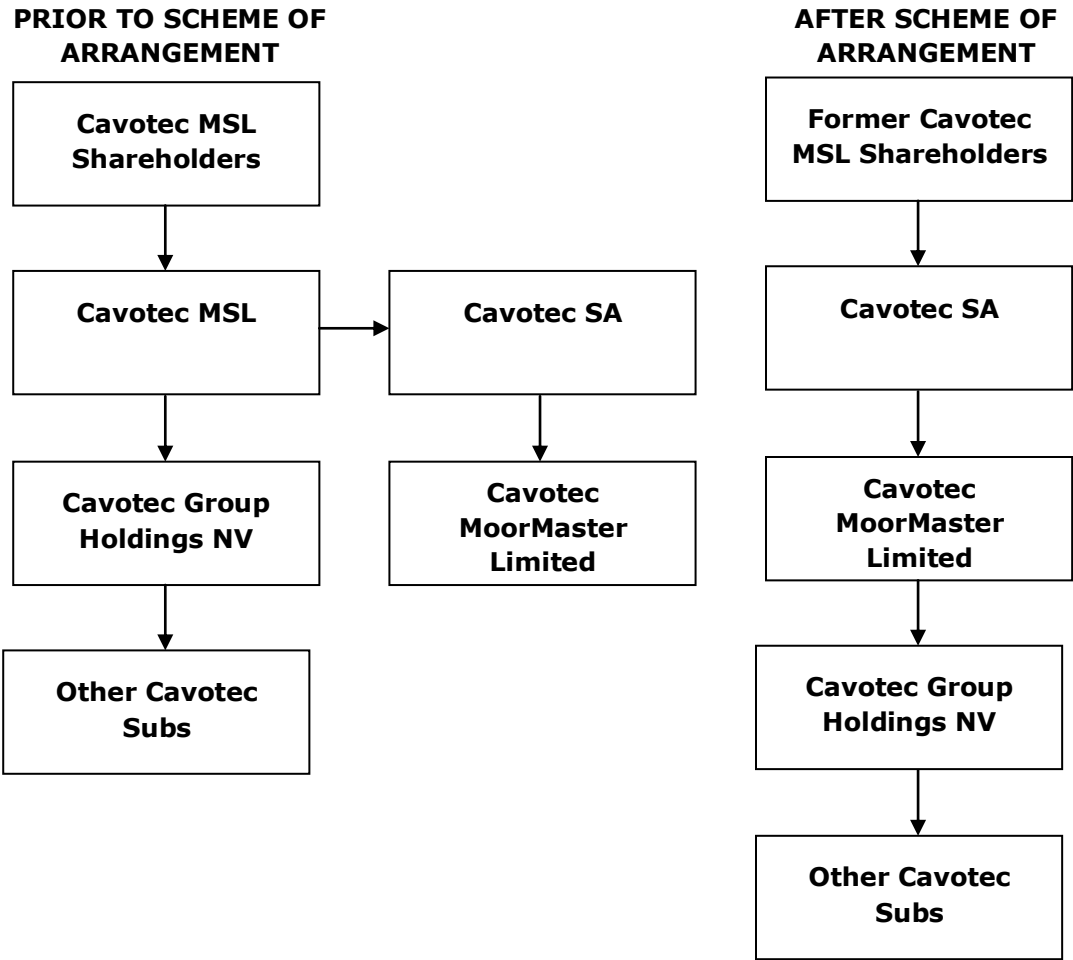
Steps to implement restructuring

Subject to shareholder approval, and the final orders of the Court, the restructuring will occur on the following basis:

- (a) Cavotec SA has been incorporated in Switzerland with Cavotec MSL initially holding all shares in Cavotec SA. These shares will be repurchased upon implementation of the scheme of arrangement.
- (b) All of the shares in Cavotec MoorMaster, being 9,500,000 ordinary shares, will prior to the implementation of the scheme of arrangement have been transferred from Cavotec Group Holdings N.V., a company governed by the laws of The Netherlands and a wholly owned subsidiary of Cavotec MSL, to Cavotec SA.
- (c) The 9,500,000 shares in Cavotec MoorMaster will be consolidated to 1 ordinary share, so that Cavotec SA holds 1 ordinary share in Cavotec MoorMaster.
- (d) Cavotec MSL and Cavotec MoorMaster will amalgamate, with the surviving entity being Cavotec MoorMaster and will continue as one company pursuant to the provisions in the Companies Act 1993, and with the Cavotec MSL shares, being 63,632,700 ordinary shares, being cancelled.
- (e) In consideration of the Cavotec MSL shares being cancelled, Cavotec MoorMaster grants the Cavotec MSL shareholders an option right to receive 1 Cavotec MoorMaster ordinary share for every 1 Cavotec MSL share held.
- (f) The option rights granted by Cavotec MoorMaster are transferred from the Cavotec MSL shareholders to Cavotec SA in consideration of Cavotec SA issuing 1 ordinary share in Cavotec SA for every 1 Cavotec MSL share previously held (63,632,700 ordinary shares in Cavotec SA).

- (g) The shares in Cavotec SA now held by Cavotec MoorMaster as a result of the amalgamation (the ordinary shares initially issued by Cavotec SA to Cavotec MSL), shall be repurchased and cancelled or held as treasury stock at their original issue price, so that the shareholding in Cavotec SA in the context of the number of ordinary shares, and the persons holding those shares, mirrors exactly the shareholding in Cavotec MSL immediately prior to the implementation of the restructuring.

Diagrammatically the restructuring can be represented as follows:



Description of Cavotec SA shares and Cavotec MoorMaster options

Each share in Cavotec SA issued to the current shareholders of Cavotec MSL under the proposed restructuring will be ordinary voting shares in Cavotec SA and will confer on the holder:

- (a) the right to one vote at a meeting of the shareholders of Cavotec SA on any resolution;
- (b) the right to an equal share in dividends paid by Cavotec SA; and
- (c) the right to an equal share in the distribution of the surplus assets of Cavotec SA,

and such other rights conferred on the holders of ordinary shares under Swiss law.

The option rights granted by Cavotec MoorMaster are granted as a necessity under Swiss law to ensure there is direct consideration provided by Cavotec MSL shareholders to Cavotec SA, to enable Cavotec SA to issue shares to Cavotec MSL shareholders if the proposed restructuring is approved. The option rights are not exercisable by the Cavotec MSL shareholders directly, but will all be transferred to Cavotec SA in accordance with (f) above to enable the restructuring to proceed as planned if approved.

Key shareholder rights and protections

A table comparing key shareholder rights and protections currently enjoyed by Cavotec MSL shareholders to those that will be enjoyed once shares are held in Cavotec SA (if the proposed restructuring proceeds) is set out in Section 6(b).

Estimated costs of restructuring

The estimated costs of effecting the proposed restructuring (including the scheme of arrangement and the listing of Cavotec SA shares on NASDAQ OMX Stockholm) are NZ\$2 million.

Key dates

The key dates in relation to the implementation of the scheme of arrangement and the listing of Cavotec SA's shares on the NASDAQ OMX Stockholm are set out in Section 2. These dates could be subject to change in which event shareholders will be notified by an announcement on the NZX announcement platform.

Scheme plan

A copy of the Scheme Plan document which has been executed by Cavotec MSL, Cavotec SA, Cavotec Group Holdings NV and Cavotec MoorMaster, is set out in Annexure A. Under the Scheme Plan, the restructuring cannot occur until such time as Cavotec SA has received confirmation from the listing committee of the NASDAQ OMX Stockholm that its shares have been accepted for listing on the NASDAQ OMX Stockholm.

Court orders

A copy of the initial court orders relating to the holding of the shareholders' meeting is set out in Annexure B. A copy of the application for the final court orders relating to the proposed restructuring is set out in Section C.

Important note

Please note, there is no offer of shares by Cavotec SA for individual acceptance by Cavotec MSL shareholders. If the special resolution relating to the restructuring proposal is approved, then subject to the final orders of the court and approval to listing from NASDAQ OMX Stockholm being received, every Cavotec MSL shareholder will exchange their shares in Cavotec MSL for the same number of shares in Cavotec SA. A description of shareholder rights in relation to the scheme of arrangement is set out in Section 7.

4 **TAXATION IMPLICATIONS FOR NEW ZEALAND RESIDENT SHAREHOLDERS PREPARED BY PRICEWATERHOUSECOOPERS**



Tax Implications of Restructuring

Exchange of shares in Cavotec MSL for shares in Swiss Company

For New Zealand shareholders the exchange of shares in Cavotec MSL for shares in the Swiss company will not give rise to taxable income as long as the shares are held on capital account i.e. the shareholder is not in the business of dealing in shares, nor has acquired the shares for the purpose of selling them.

Taxing foreign equity investments

The tax treatment of shares held in a Swiss company differs from the tax treatment of shares held in a New Zealand company.

Dividends received from New Zealand companies are taxable and may carry tax credits in the form of imputation credits or resident withholding tax credits. The latter credits are refundable if they exceed your tax liability.

Investments in foreign shares are taxed under a specific regime called the Foreign Investment Fund (FIF) regime. The general principle behind the FIF regime is to tax foreign shares on a deemed income basis.

How the investment is taxed depends on the investor category you fall into. The information below is an outline of the rules which would generally apply to New Zealand shareholders holding less than 10% in the Swiss entity.

Individuals / Trusts

The usual method for calculating taxable income for individuals or trusts under the FIF regime is the Fair Dividend Rate (FDR) method. Under this method taxable income is broadly calculated as 5% of the opening market value of your foreign share portfolio expressed in New Zealand dollars, plus 5% of the cost price of any shares bought and sold in the same income year.

However where your taxable income calculated under the FDR method is higher than under the Comparative Value (CV) method, this alternative CV method may be used.

Taxable income under the CV method is broadly calculated as the difference between the New Zealand dollar value of the total foreign shares at the end of the year and the New Zealand dollar value of those investments at the start of the income year. The calculation is adjusted for dividends, purchases and sales during the year to give the net economic gain or loss for the year.

An exemption from the FIF regime applies where the original cost of all foreign investments is less than NZ\$50,000. This threshold is on a per person basis and is the total of all foreign equity investments held. If eligible for this exemption, no income is returned under either the FDR or CV methods, but any dividends received have to be returned as income with any foreign withholding tax able to be claimed as a tax credit.

The impact of the FIF regime for most individual or trust investors is that your taxable income will be limited to no more than 5% of the opening value of your foreign investments. In some years this may exceed the dividends received.

In other years when the CV method is used, the taxable income may be less than the dividends received.



Corporate Investors

In broad terms where the holding in the foreign entity is less than 10% then the default FDR method can be used. The \$50,000 exemption does not apply to corporate investors and the CV method cannot be used.

Tax Treatment of Dividends at the corporate level under Current and Proposed Structure

Currently dividends paid by Cavotec MSL to shareholders have withholding tax deducted from them due to Cavotec MSL having insufficient imputation credits to pass on to its shareholders. For New Zealand shareholders that withholding tax is applied as a credit towards their tax liability and is refundable to the extent it exceeds their final tax liability.

The lack of imputation credits is due to the majority of Cavotec MSL's dividends being paid from profits generated by overseas subsidiaries which pay no tax in New Zealand. Those profits have historically been paid to Cavotec MSL by way of dividend from its Netherlands subsidiary, Cavotec N.V. Such dividends incur 15% withholding tax in the Netherlands. Hence there is a layer of tax under the current structure for which the New Zealand shareholder obtains no tax credit.

Under the proposed structure, dividends paid by the New Zealand subsidiary will suffer 15% withholding tax on payment to the Swiss entity. If the Swiss entity then pays dividends to New Zealand shareholders a further 15% withholding tax will be deducted in Switzerland. That Swiss withholding tax will be claimable as a tax credit by New Zealand shareholders but will not be refundable if it exceeds your tax liability.

However the additional level of tax on dividends paid by the New Zealand subsidiary would not give rise to a tax credit for New Zealand shareholders and therefore represents an additional level of tax.

A further issue is that if the New Zealand entities of the Cavotec group start to pay tax in New Zealand, no imputation credits could pass through to the New Zealand shareholders under the proposed structure, whereas under the current structure any New Zealand tax paid could be passed through to New Zealand shareholders as an imputation credit.

While the additional level of tax and lack of imputation credits may appear unattractive, you will need to balance the relative importance of dividends against any increase in share price which may arise from the proposed restructure.

Summary

The above analysis is a brief overview of the tax treatment of foreign share investments, involving less than 10% shareholdings held by New Zealand investors. The above calculation methods for returning taxable income are the default methods under the FIF regime, with other methods available in specific circumstances. The Government is currently proposing to make changes to the rules applying to New Zealand shareholders holding an interest of 10% or more in a foreign investment.

The above analysis should not be relied upon when determining your tax obligations. For a full understanding for your particular situation, please consult your tax advisor.

A handwritten signature in black ink, appearing to read 'PricewaterhouseCoopers'.

PricewaterhouseCoopers

5 **REPORT FROM HANDELSBANKEN INVESTMENT BANK TO THE BOARD ON THE DESIRABILITY OF THE LISTING OF CAVOTEC SA'S SHARES ON THE NASDAQ OMX STOCKHOLM**

Handelsbanken Capital Markets

Cavotec MSL Holdings Ltd.
The Board of Directors
Christchurch, New Zealand

May 4, 2011

Dear Sirs,

Handelsbanken Capital Markets ("Handelsbanken") has been asked to provide a summary of the merits of NASDAQ OMX Nordic, and NASDAQ OMX Stockholm, as the listing location for the Cavotec group. There are in Handelsbanken's view three features of NASDAQ OMX Nordic and NASDAQ OMX Stockholm that are particularly relevant: The characteristics of the stock exchange, the existence of relevant peer companies to Cavotec for comparison purposes and the possibility to raise equity capital.

Background to NASDAQ OMX

The NASDAQ OMX Group, Inc is, among other businesses, the owner of stock exchanges in New York (USA), Stockholm (Sweden), Helsinki (Finland), Copenhagen (Denmark), Reykjavik (Iceland), Riga (Latvia), Tallinn (Estonia), Vilnius (Lithuania) and Yerevan (Armenia). The exchanges in the Nordic countries – Stockholm, Helsinki, Copenhagen and Reykjavik – are together referred to as NASDAQ OMX Nordic and the traded equities are placed on a common list. The exchange in Stockholm is referred to as NASDAQ OMX Stockholm.

Characteristics of the stock exchange¹

During 2010 the total value of the share trading on NASDAQ OMX Nordic was EUR 638bn and the market cap was EUR 822bn. The average value of turnover per business day was EUR 2.5bn and the number of trades per business day was on average 285 thousand during the year.

On NASDAQ OMX Stockholm the total value of the share trading was EUR 387bn and the market cap was EUR 470bn. The average value of turnover per business day was EUR 1.5bn and the number of trades per business day was on average 177 thousand during the year.

In summary, NASDAQ OMX Nordic and NASDAQ OMX Stockholm have a significant aggregate market value and significant daily trading. It can also be noted that in December 2010 there was 656 companies listed on NASDAQ OMX Nordic.²

Peer companies

There are a number of companies on NASDAQ OMX Nordic which can be used for benchmarking relative Cavotec by investors. This should, all things being equal, contribute to a transparent valuation of the Cavotec share on the stock exchange. The table below shows a number of such companies and also displays the current valuation levels.

¹ Numbers for NASDAQ OMX Nordic collected from NASDAQ OMX's official statistics and including also the Baltic exchanges. The values and numbers for the Baltic exchanges are negligible.

² Excluding 11 multiple listings.

EURm as of 02/05/11		Country		Mcap		EV		EV/Sales		EV/EBITDA		EV/EBT		P/E	
Company				EUR m	EUR m	2011e	2012e	2011e	2012e	2011e	2012e	2011e	2012e	2011e	2012e
Large Industrial Manufacturing															
ABB Ltd.		Sweden/Switzerland		41,959	41,240	1.6x	1.5x	10.4x	9.0x	12.1x	10.3x	18.1x	15.1x		
Alfa Laval AB		Sweden		6,316	6,319	2.0x	1.8x	9.5x	8.3x	10.8x	9.4x	15.7x	13.4x		
Assa Abloy AB		Sweden		7,546	9,991	2.1x	2.0x	11.4x	10.0x	13.2x	11.4x	14.3x	12.2x		
Trelleborg AB		Sweden		2,228	3,057	0.9x	0.9x	7.3x	6.4x	10.3x	8.9x	11.1x	9.9x		
Atlas Copco AB		Sweden		23,851	24,588	2.8x	2.5x	11.1x	9.8x	12.6x	10.9x	16.7x	14.6x		
Cargotec Oyj		Finland		2,438	2,813	0.9x	0.8x	9.9x	8.3x	12.6x	10.1x	16.0x	12.8x		
Sandvik AB		Sweden		16,693	19,547	1.9x	1.7x	9.3x	8.1x	12.0x	10.0x	16.1x	13.0x		
Seco Tools AB		Sweden		1,917	1,987	2.7x	2.5x	10.5x	8.9x	13.3x	11.2x	18.7x	15.6x		
Konecranes Oyj		Finland		1,968	2,006	1.1x	1.0x	10.4x	8.3x	12.5x	9.6x	18.0x	13.0x		
SKF AB		Sweden		9,701	11,464	1.5x	1.4x	8.3x	7.5x	9.9x	8.9x	13.3x	11.8x		
Hexagon AB		Sweden		6,175	8,026	3.5x	3.2x	13.7x	12.1x	16.5x	14.4x	17.7x	14.8x		
Wartsila Oyj		Finland		5,183	5,116	1.1x	1.0x	8.1x	7.3x	9.9x	8.9x	14.1x	12.7x		
Average						1.8x	1.7x	10.0x	8.7x	12.1x	10.3x	15.8x	13.3x		
Median						1.8x	1.6x	10.1x	8.3x	12.3x	10.1x	16.1x	13.0x		
Small Industrial Manufacturing															
Gunnebo AB		Sweden		355	404	0.6x	0.6x	8.5x	6.8x	11.3x	8.5x	16.1x	11.9x		
Uponor Oyj		Finland		995	1,128	1.4x	1.3x	11.4x	9.0x	15.7x	11.7x	22.4x	15.8x		
Lindab International AB		Sweden		673	914	1.1x	1.0x	11.5x	7.9x	15.5x	9.6x	21.3x	11.3x		
Nederman Holding AB		Sweden		160	205	0.9x	0.8x	11.1x	7.5x	16.7x	9.2x	17.7x	10.2x		
Systemair AB		Sweden		595	649	1.5x	1.3x	9.7x	8.7x	11.5x	10.1x	14.3x	12.5x		
Vacon Oyj		Finland		712	736	1.8x	1.6x	13.4x	10.8x	16.9x	13.1x	23.5x	17.6x		
Vaisala Oyj		Finland		408	374	1.4x	1.3x	9.4x	7.5x	13.4x	10.7x	19.3x	15.5x		
Nibe Industrier AB		Sweden		1,079	1,162	1.4x	1.3x	9.3x	8.7x	11.3x	10.4x	15.4x	14.2x		
Nscayah Group AB		Sweden		497	623	0.9x	0.8x	9.2x	7.8x	12.2x	10.3x	15.3x	12.4x		
Average						1.2x	1.1x	10.4x	8.3x	13.8x	10.4x	18.3x	13.5x		
Median						1.4x	1.3x	9.7x	7.9x	13.4x	10.3x	17.7x	12.5x		
Industrial Distribution															
Addtech AB		Sweden		486	524	0.9x	0.9x	8.8x	8.2x	10.5x	9.6x	13.2x	12.1x		
B&B Tools AB		Sweden		362	556	0.6x	0.6x	8.9x	8.0x	10.2x	9.1x	10.8x	9.5x		
G&L Beijer AB		Sweden		655	694	1.1x	1.1x	12.1x	10.3x	13.1x	11.2x	17.0x	14.9x		
Indutrade AB		Sweden		962	1,154	1.3x	1.2x	10.5x	9.3x	13.3x	11.7x	16.2x	14.0x		
Average						1.0x	0.9x	10.1x	8.9x	11.8x	10.4x	14.3x	12.6x		
Median						1.0x	1.0x	9.7x	8.7x	11.8x	10.4x	14.7x	13.1x		

Source: FactSet, company reports

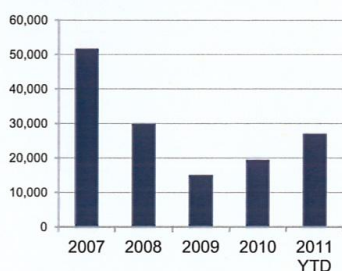
In addition to the above, it can also be noted that a number of Cavotec's main customers, such as Sandvik and Atlas Copco, are listed on NASDAQ OMX Nordic which should, all things being equal, be positive for investor interest and facilitate evaluation of Cavotec's future development.

Raising of new capital

It can also be noted that a company such as Cavotec should be able to raise significant equity capital on NASDAQ OMX Nordic. The size of the exchange as well as the availability of comparable companies and investor interest is naturally important in this respect. In addition, the Nordic market has proven to be able to support significant equity offerings.

Buybacks and dividends

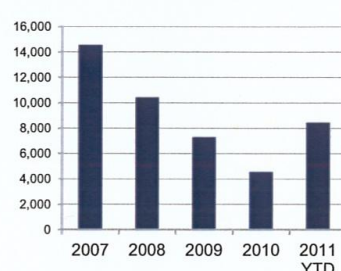
Stockholm, Helsinki, Copenhagen (EURm)



Source: Handelsbanken Capital Markets

Cash public takeovers

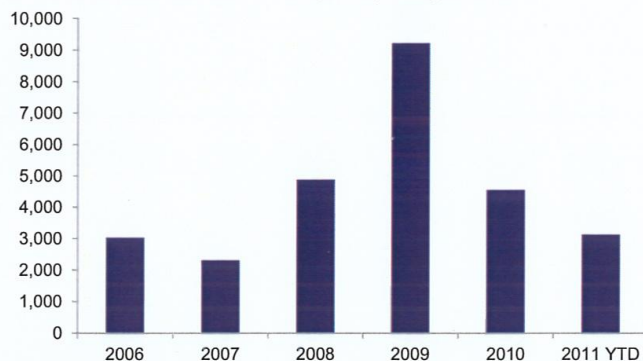
Stockholm, Helsinki, Copenhagen (EURm)



Source: Bloomberg

As can be seen in the charts above, the investor base has received highly significant amounts over the last few years from listed companies through buybacks, dividends and public takeovers.

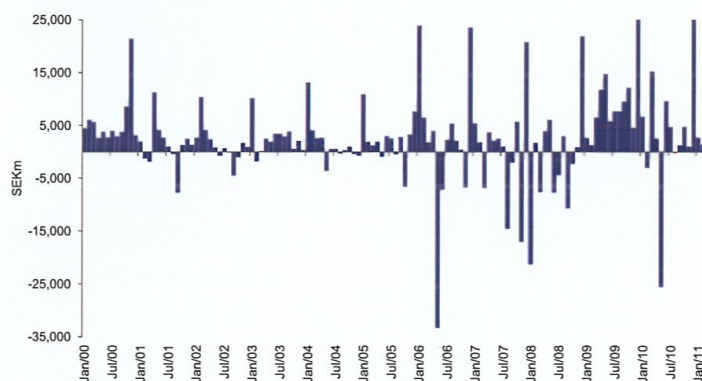
New issues on NASDAQ OMX Nordic (primary listing) (EURm)



Source: CapitalIQ (as of April 30, 2011)

As is shown above the market has been able to provide funds for significant capital raisings. The demand for additional capital has declined and there should be significant funds available, especially as the inflow to institutional investors continues, as illustrated below.

Net inflow to Swedish mutual funds



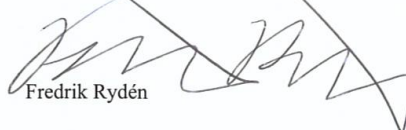
Source: Fondbolagens förening

In summary, we are of the opinion that NASDAQ OMX Nordic and NASDAQ OMX Stockholm would be an excellent listing location for the Cavotec share. The exchange is large, there are a number of relevant peer companies and the investor base is such that significant capital raisings can be undertaken.

Yours faithfully,

Handelsbanken Capital Markets, Corporate Finance


Magnus Berglund


Fredrik Rydén

6 SUMMARY OF KEY GOVERNANCE CRITERIA TO WHICH CAVOTEC SA WILL BE REQUIRED TO ADHERE

Note: The information provided in these reports is general in nature, and shareholders are referred to the websites referred to in the reports if they wish to acquire further information.

VINGE

MEMO

Magellan – Corporate Governance, Stock Exchange Rules and Takeover Rules following listing on NASDAQ OMX Stockholm

General

The purpose of this memo is solely to provide a high level introductory summary of the Swedish Code of Corporate Governance (the “**Code**”), the NASDAQ OMX Stockholm Rule Book (the “**Exchange Rules**”) and, to a limited extent, the Takeover Rules applied by NASDAQ OMX Stockholm (the “**Memo**”). The summaries contained in this Memo are not intended to be exhaustive and the rules and provisions covered herein are subject to constant changes. Thus, no reliance should be placed on the Memo or the summaries herein and the underlying documents, rules and regulations should always be reviewed in their entirety and counsel should always be sought before any action is taken.

The Swedish Code of Corporate Governance

Upon listing on NASDAQ OMX Stockholm (the “**Exchange**”), Cavotec SA (the “**Company**”) will, according to information received by representatives of the Company, apply the Swedish Code of Corporate Governance (please refer to www.corporategovernanceboard.se for more information and a link to the complete Code). It is considered good stock exchange practice for Swedish companies (for non-Swedish companies, foreign codes can be applied instead of the Code under certain circumstances) whose shares are admitted to trading on a regulated market to apply the Code. Companies whose shares are admitted to trading on a regulated market are to apply the Code as soon as possible and not later than the date of the first annual general meeting held after the stock exchange flotation.

The Code deals with the decision-making system through which shareholders directly or indirectly govern the Company. The main emphasis is on company boards in their role as central figures in corporate governance. The Code is based on the comply or explain mechanism, which means that companies are not obliged to comply with every rule in the Code, but are allowed the freedom to choose alternative solutions which they feel are better in their particular circumstances, providing they report every deviation, describe the

alternative solution and explain the reasons therefor. As the Company is incorporated under the laws of Switzerland, there may naturally be certain deviations from the provisions in the Code related to differences between Swiss and Swedish legislation.

Shareholders' influence in the Company is exercised at the shareholders' meeting, which is the Company's top decision-making body. The aim of the planning and running of the shareholders' meeting is to create conditions in which shareholders can exercise their ownership role in an active and well-informed manner.

In order to provide conditions for a well-informed decision making, the shareholders' meeting's decisions on election and remuneration of the board of directors and auditors shall be prepared in a structured manner and be governed by the shareholders. The Code stipulates that all companies shall appoint a nomination committee, with the sole task to propose decisions to the shareholders' meeting on electoral and remuneration issues and, where applicable, procedural issues for the appointment of the following year's nomination committee.

The board of directors shall manage the Company's affairs in the interests of the Company and all shareholders. Their principle tasks include establishing the overall operational goals and strategy of the Company, appointing and evaluating the chief executive officer, ensuring that there is an effective system for follow-up and control of the Company's operations and that there is a satisfactory process for monitoring the Company's compliance with laws and other regulations relevant to the Company's operations. The composition of the board shall be adjusted to the Company's operations. The board members elected by the shareholders' meeting shall collectively exhibit diversity and breadth of qualifications, experience and background. The Company shall strive for equal gender distribution on the board. The formal procedures for the work of the board of directors shall be stipulated by the board. These procedures are to be clear and well-documented.

The chairman of the board has a particular responsibility to ensure that the work of the board is well-organised and conducted efficiently. In particular, the chairman's tasks include organising and leading the work of the board, responsibility for contacts with the shareholders regarding ownership issues, ensuring that the board receives sufficient information and documentation to enable it to conduct its work and that the work of the board is evaluated annually as well as verifying that the board's decisions are implemented.

The Code stipulates that not more than one of the directors elected by the shareholders' meeting may be on the executive management team of the Company or any of its subsidiaries. Hence, boards of Swedish listed companies are generally composed entirely or predominantly of non-executive directors. The Code also states that a majority of the board members shall be independent in relation the Company and its management. Moreover, at least two members must also be independent in relation the Company's major shareholders.

The Company shall adopt formal and openly stated processes for deciding on remuneration and other terms of employment of members of the board and the executive management, which shall be designed with the aim of ensuring that the Company has access to the competence required at a cost appropriate to the Company and so that they have the intended effects on the Company's operations.

The board shall establish a remuneration committee, whose main tasks include preparation of the board's decisions on issues concerning principles for remuneration, remunerations and other terms of employment for the executive management, monitoring and evaluating programmes for variable remuneration, the application of the guidelines for remuneration (which the annual general meeting is obliged to establish) as well as the current remuneration structures and levels in the Company.

The board of directors shall inform the shareholders and the capital market annually of the corporate governance functions in the Company and how the Company applies the Code. This information shall be published in a corporate governance report (usually included in the annual report) and on the Company's website.

Stock Exchange Rules

The issuer of transferable securities must, in accordance with statutory provisions, continuously inform NASDAQ OMX Stockholm about its operations and otherwise provide the Exchange with information required in order for the Exchange to fulfill its obligations. The issuer must also publish such information regarding its operations and securities which is of significance for assessment of the price of the securities. Detailed provisions for the issuers' obligations in relation to NASDAQ OMX Stockholm is primarily set out in the Rule Book for Issuers on NASDAQ OMX Stockholm. For a general gateway to the Exchange's rules and regulations, please refer to: <http://nasdaqomx.com/listingcenter/nordicmarket/rulesandregulations/>.

The Rule Book for Issuers on NASDAQ OMX Stockholm as of 1 January 2011 are adapted to existing EU-directives, such as the Market Abuse Directive, the Transparency Directive, the Directive regarding Markets for Financial Instruments (MiFID) and the Takeover Directive. Please refer to the full text rulebook for more information about the rules and issues pertaining to the listing process (http://www.nasdaqomx.com/digitalAssets/71/71680_nasdaq_omx_stockholm_rule_book_for_issuers_1_january_2011.pdf). Please note that some changes to the Exchange Rules will enter into force on 1 July 2011. For a mark-up version in relation to the 1 January 2011 Exchange Rules, please refer to http://nasdaqomx.com/digitalAssets/74/74772_nasdaq_omx_stockholm_rule_book_for_issuers_mark_up_version_1_july_2011.pdf.

Under the Exchange Rules, the Company is obligated to, as soon as possible, disclose information about decisions or other facts and circumstances that are "price sensitive". For the purpose of the Exchange Rules, "price sensitive" information means information which is reasonably expected to affect the price of the Company's securities.

The Company must ensure that all market participants have simultaneous access to any price sensitive information about the Company. Moreover, the Company is required to ensure that the information is treated confidentially and that no unauthorised party is given such information prior disclosure. As a consequence of the foregoing, price sensitive information may not be disclosed to analysts, journalists or any other parties, either individually or in groups, unless such information is simultaneously made public to the market.

Information disclosed by the Company shall be correct, relevant and clear, and must not be misleading. Information regarding decisions, facts and circumstances must be sufficiently comprehensive to enable an assessment of the effect of the information disclosed.

Disclosure of information covered by the Exchange Rules shall be made as soon as possible, unless otherwise specifically provided for in the Exchange Rules. If price sensitive information is given intentionally to a third party, who does not owe a duty of confidentiality, disclosure shall be made simultaneously. Moreover, information that shall be disclosed under the Exchange Rules must be disclosed in a manner that ensures fast access to such information on a non-discriminatory basis. All information disclosed by the Company on the basis of the disclosure requirements shall be made available on the Company's website.

Apart from general disclosure provisions, the Exchange Rules also provides for specific disclosure requirements in relation to, *inter alia*, financial reports, forecasts and forward-looking statements, deviations in the financial result or position, shareholders' meetings, issues of securities, share-based incentive programmes, related party transactions and M&A activities.

The Exchange Rules also include provisions relating to transactions with closely related parties, which, *inter alia*, sets the manner for which such resolutions shall be taken and require the preparation of an appraisal opinion. In addition, there are specific rules relating to the purchase and sale of treasury shares. These provisions include specific disclosure requirements and restrictions regarding volume and price.

In the event of a failure by the Company to comply with law, other regulations, the Exchange Rules or generally acceptable behaviour in the securities market, the Exchange may, where such violation is serious, resolve to de-list the Company's traded securities or, in other cases, impose a fine corresponding to not more than 15 times the annual fee paid by the Company to the Exchange.

Further, the Swedish Securities Market Act (SFS 2007:528) ("**SMA**") stipulates that stock exchanges in Sweden must have rules regarding takeover bids for shares admitted to trading on a regulated market operated by the relevant stock exchange. The rules must satisfy the requirements imposed by Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeover bids (the "**Takeover Directive**") and must otherwise be appropriate. The rules must be observed by offerors and target companies. According to the Swedish Act on Public Takeovers on the Stock Market (SFS 2006:451) (the "**Swedish Takeover Act**"), which is more of a frame work regulation, it is further

stipulated that each offeror shall apply the takeover rules implemented by the stock exchange at which the target's shares are listed, i.e. in the Company's case, the Exchange. The Swedish Takeover Act also includes specific rules regarding, *inter alia*, mandatory offers.

The specific takeover rules as applied by the Exchange are the Rules concerning Takeover Bids on the Stock Market (the "**Takeover Rules**") (please refer to the English translation of the Takeover Rules for detailed provisions:

http://nasdaqomx.com/digitalAssets/74/74355_takeoverrules20091001.pdf). The specific provisions in the Takeover Rules apply to the various stages of an offer, and broadly follow the chronological order of events in the offer process. On a detailed level, the circumstances often differ from one offer to another. As a result, the provisions are, for the most part, drafted on a relatively general level. The Swedish Securities Council, whose task it is to promote generally accepted practices on the Swedish stock market by, *inter alia*, providing opinions on individual cases, may issue rulings concerning the manner in which the provisions are to be interpreted and applied and how the different parties should proceed in specific situations.

To

John Holland, Chapman Tripp

Cc

From

Massimo Vanotti, Bär & Karrer AG

Date

Lugano, 15 June 2011

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Re

Swiss Company Law Overview

The purpose of the present note is solely to set out the main legal general principles governing (i) the organization of a Swiss stock company (in Italian: società anonima, abbreviated "SA"), (ii) its corporate governance as well as (iii) certain specific issue concerning the right of the shareholders, pursuant to articles 620 et seq. of the Swiss Code of Obligations ("CO"). This note refers exclusively to Swiss corporate law as set forth in the CO. It is furthermore not intended to be exhaustive and the rules and provisions covered herein are subject to constant changes. Thus, no reliance should be placed on any information or views contained in this note without obtaining specific professional advice.

I Organization of a Company Limited by Shares (Società anonima, "SA")

The SA is the most popular and widespread type of business association under Swiss law. An enterprise constituted in this form has its own name, its own legal personality separate from its members and a fixed nominal capital divided into shares. The shareholders' personal liabilities are limited to the full payment of the nominal value of their shares; there is no further liability of the shareholders for obligations of the SA, nor do they have any legal obligation to provide additional capital to the SA at a later date.

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Eingetragen im
kantonalen
Anwaltsregister

1 The Share Capital

The minimum amount of the share capital is 100'000 Swiss francs (CHF). The share capital can subsequently be increased at any time by way of a shareholders' resolution and a board resolution amending the articles of incorporation. It is, of course, possible and common practice to supply a SA with debt financing in addition to the equity capital, be it with credits from third parties or loans from the shareholders. The financing by interest-bearing shareholder loans is subject to certain tax rules on thin capitalization.

2 The Internal Organization

The corporate bodies of a SA are the general meeting of shareholders, the board of directors and the auditors. Swiss corporate law does not provide for a body of "officers".

2.1 The General Meeting of Shareholders

The general meeting of shareholders is the supreme governing body of the SA and is usually called by the board of directors.

Shareholders' meetings of an SA must be held at least once a year; in particular, the meeting that approves the corporations' annual financial statements and the allocation of profits - the annual ordinary general meeting of shareholders - must take place no later than six months after the close of the business year (which may or may not correspond to the calendar year). The items of the agenda of any annual ordinary general meeting of shareholders are (i) the approval of the annual report, of the annual financial statements of the company and of the consolidated financial statements (if such statement is required by law) for the corresponding business year, (ii) the granting of discharge to the members of the board of directors, (iii) the election of the members of the board of directors and (iv) the election of the auditors.

In addition, extraordinary general meetings of shareholders may also be requested according to need.

2.2 The Board of Directors

2.2.1 Structure of the board of directors

The board of directors may consist of one or several members. Board members may be either employees of the company (in this case employment law would be applicable) or stand – as a rule - in a mandate relationship with the company.

The board of directors organizes itself (i.e. determines its chairman, vice-chairman and its secretary, as well as the further functions, if any, of its members). The board members and the signatories as well as their corresponding signing powers must be entered in the commercial register.

At least one board member or signatory of the SA with single signature right (or two with joint signature right) must be resident in Switzerland, irrespective of his or her nationality.

2.2.2 Board meetings

In principle, the board of directors must meet and deliberate. Board meetings should take place as often as business requires. A board member may not be represented at a meeting by a proxy but must attend personally.

This being said, resolutions may be taken by so-called circular letters, which typically take the form of a written proposal by the chairman of the board of directors, which is adopted provided that the applicable majority requirement is met and that no board member requires a meeting.

Deliberations and resolutions shall be minuted and signed by the meeting chairman and the secretary and, in the case of a circular board resolution, by all board members.

2.2.3 Duties of the board of directors

The business activities of an SA are managed by or under direction of its board of directors. The board is responsible for the execution of the decisions of the shareholders' meeting, for keeping the corporate books and minutes, and, in general, for the sound management of the corporation's affairs.

Certain duties of the board of directors are inalienable and may not be delegated to other bodies of the corporation, nor may they be transferred or made subject to approval of the shareholders' meeting. However, board of directors are permitted to delegate specific powers and duties, in particular day-to-day business operations, to one or more board members or to an executive management. Such delegation must be based on special organizational rules that may only be enacted if the articles of incorporation empower the board of directors to do so. The organizational rules contain provisions governing the Swiss Share Corporation's executive bodies, the delegation of powers and duties, the supervision and control, the meetings and decision making process of the corporate bodies and the reporting system.

The managers and other executive employees may be Swiss or foreign nationals and may or may not reside in Switzerland. Foreign nationals employed to work in Switzerland do, however, need a special work permit.

2.2.4 Liability of the board and management members

Members of the board as well as third parties entrusted with management must carry out their duties with due care and must duly safeguard the interests of the company.

The board members are liable for mismanagement of the SA. If the day-to-day management of the company has been delegated, the liability of the board members is reduced to the proper choice, supervision and instruction of the management.

2.3 The Auditors

The statutory auditors may be individuals or companies. The SA has to keep proper books, records and accounts and prepare a business report each year including formal financial statements consisting of a balance sheet, a profit and loss statement and an attachment (notes). These statements must be audited by the auditors, whose formal report is submitted to the annual general meeting of shareholders for approval. At least one of the auditors needs to be domiciled or at least have a branch office in Switzerland.

Swiss companies are obliged to keep proper accounting records available for presentation in Switzerland. Formal financial statements must be prepared (at least) annually, approved by the statutory auditors, adopted at the annual shareholders' meeting, and eventually filed with the tax authorities together with the tax return. No filing with any publicly accessible registry is necessary, however.

Public companies must submit their annual financial statements to the auditors for an ordinary examination.

II Selected Issues Concerning Shareholders' Rights

1 Shareholders' Meetings

As a protection for minority shareholders, the board of directors is further required to convene an extraordinary shareholders' meeting if so resolved by a shareholders' meeting or if so requested by holders of shares holding in aggregate at least 10% of the nominal share capital of the company. In addition, shareholders holding shares of an aggregate nominal value of CHF 1 million have the right to request that a specific proposal be discussed and voted upon at the next shareholders' meeting.

2 Information Right of Shareholders / Special Audit

An independent investigation into specific matters may be required by minority shareholders holding 10% of the share capital or CHF 2 million shares calculated on

the nominal value. The minority shareholders shall make plausible that the activities performed by the bodies of the company or the company itself cause them a damage.

In addition to ordering an investigation, every shareholder, irrespective of its shareholding, may request information at the shareholders' meeting from the board of directors under the condition that the information is needed to make use of the voting rights. The company's bodies shall deny access to the information if it contains business secrets. Releasing a piece of information protected by the confidentiality would expose the board of directors to liability claims by other shareholders or creditors of the company and penal sanctions.

3 Pre-emptive Rights

Under Swiss law, any share issue, whether for cash or noncash consideration, is subject to the prior approval of the shareholders at a shareholders' meeting. Shareholders have a preemptive right to subscribe for new issues of shares, option bonds, convertible bonds, or similar debt instruments with option rights in proportion to the nominal amount of shares held. A resolution adopted at a shareholders' meeting by a supermajority of at least two thirds of the shares and the absolute majority of the nominal share capital represented at such meeting may limit or suspend preemptive rights in certain limited circumstances. In particular, such limitation of the preferential right of subscription of the shareholders must be grounded on compelling reasons, like the acquisition of a company or a merger, must safeguard the principle of equal treatment of the shareholders and cannot be used to modify on purpose the shareholding structure in the company. A limitation of the preferential right of subscription is furthermore conceivable in case of merger or merger-like operations or in case of primary and secondary equity placements.

4 Conflicts of Interest

The CO contains a provision, which requires directors and senior management to safeguard the interests of the company, and, in this connection, imposes a duty of loyalty and duty of care on its directors and officers. The directors and officers are personally liable to the company for breach of these provisions.

5 Right to challenge Shareholders' Resolutions in Court

Any shareholder may take legal action against the company to challenge resolutions of the shareholders' meeting violating the law or the Articles of Incorporation (article 706 CO). In particular, resolutions are challengeable, which:

- withdraw or limit shareholders' rights thereby violating the law or the Articles of Incorporation (e.g. violation of the procedural rules regarding the calling of a shareholders' meeting);

- withdraw or limit shareholders' rights without proper reason (e.g. a unnecessary capital increase to dilute the minority shareholders' participation);
- discriminate against or disadvantage shareholders in a manner not justified by the company purpose (e.g. the attribution of preemptive rights only to shareholders working actively in the company); and
- withdraw the profit orientation of the company without the consent of all shareholders.

The right to challenge shareholders resolutions lapses if a suit is not filed within two months after the respective shareholders' meeting.

6 Claim for Invalidation of Shareholders' Resolutions

Any shareholder may cause the judge to declare null and void shareholders' resolutions, which, in particular (article 706b CO):

- withdraw or limit the shareholders' rights to participate in the shareholders' meeting, the minimum voting right, the right to sue and other rights granted by mandatory provisions of law;
- limit the shareholders' rights to control beyond the extent provided by law; and
- disregard the fundamental structures of the company or violate the provisions for the protection of the capital.

Such a suit can be filed at any time.

* * * * *

COMPARISON OF KEY SHAREHOLDER RIGHTS

The following table compares key shareholder rights and protections currently enjoyed by Cavotec MSL shareholders (under the NZ Companies Act, NZSX Listing Rules and other NZ legislation), and key shareholder rights and protections which would be enjoyed by Cavotec SA shareholders (under Swiss corporate law, the NASDAQ OMX Stockholm rules, the Swedish Code of Corporate Governance and other applicable rules and regulations).

Cavotec MSL	Cavotec SA
<p>1. Appoint/remove directors</p> <p>Shareholders have the right by ordinary resolution to appoint and remove directors of the company at shareholders' meetings, with directors required to retire by rotation on a regular basis.</p> <p>The board is required to include independent directors, who are not involved in the executive of the company nor associated with major shareholders.</p>	<p>Shareholders also have the right to appoint and remove board members at shareholders' meetings.</p> <p>There is no mandatory legal requirement in relation to independent directors. However, the Swedish Code of Corporate Governance provides for a majority of the board to be independent in relation to the company and its management, and that two directors also be independent of the major shareholders.</p> <p>If the Code is not followed by Cavotec SA, Cavotec SA must report to the shareholders annually on the aspects of the Code that are not followed.</p>
<p>2. Receive dividends/distributions</p> <p>Each ordinary Cavotec MSL share entitles the shareholders to an equal right to share in the dividends and other distributions made by the company to shareholders.</p>	<p>Each ordinary Cavotec SA share confers the same rights on shareholders of Cavotec SA.</p>
<p>3. Call and attend shareholders' meetings</p> <p>All shareholders have the right to receive notice of, and to attend, shareholders' meetings. Shareholders' meetings must be held on an annual basis.</p> <p>Shareholders themselves (holding 5% of the total shares between them) have the ability to requisition a shareholders' meeting at any other time.</p>	<p>All shareholders have the right to receive notice of, and to attend, shareholders' meetings, which must be held at least once a year.</p> <p>Shareholders themselves (holding 10% of the total shares between them) have the ability to requisition a shareholders' meeting at any other time.</p>
<p>4. Continuous disclosure</p> <p>The company is required to disclose material, price-sensitive information to NZX as soon as that information is known. This ensures market participants are given possession of all such information at the</p>	<p>The NASDAQ OMX Stockholm rules also impose continuous disclosure obligations, which require the disclosure of price-sensitive information as soon as possible. This also requires market participants to be</p>

Cavotec MSL	Cavotec SA
same time.	given simultaneous access to this information.
5. Related party dealings Certain material transactions between the company and related parties of the company must be approved by the shareholders before the transaction can be entered into. This allows shareholders to assess the merits of the transaction before it is approved.	The NASDAQ OMX Stockholm rules also contain provisions relating to transactions with closely related parties, which (among other things) set out the requirement for disclosure, for shareholders' resolutions and the preparation of an appraisal opinion, prior to the transaction being entered into.
6. Further issue of shares Restrictions apply to the board's ability to issue further shares, without shareholder approval first being given, although certain share issues are permitted.	All further issues of share capital by the board: (i) require prior shareholder approval (as well as the board's approval); and (ii) must allow existing shareholders to participate pro-rata to their existing shareholdings, unless a super-majority of two-thirds of the voting rights represented and an absolute majority of the nominal value of shares represented votes to limit or suspend these pre-emptive rights (which must only be done for compelling reasons).
7. Receive reports The company is required to issue an annual report to all shareholders (which must include audited financial statements, as well as certain other disclosures relevant to shareholders) and a half-yearly report.	The company will be required to prepare a business report each year (including audited financial statements which must be approved by the shareholders at the annual shareholders' meeting). In addition, quarterly reports are required to be prepared by the company, and disclosed to the market.
8. Access to company information Shareholders are entitled to inspect certain records maintained by the company, including the interests register and previous communications with shareholders.	Every Cavotec SA shareholder is entitled to inspect the share register (in relation to their own holding only) and to inspect other company correspondence and ledgers with the approval of a shareholders' meeting or the board.

Cavotec MSL	Cavotec SA
<p>9. Approve certain matters by special resolution / minority buy-out rights</p> <p>The prior approval of shareholders by special resolution is required for the company to carry out certain limited matters, including entering into a major transaction, altering its constitution or altering rights of shareholders. If a shareholder votes against a special resolution which is passed, that shareholder has the right to require the company to buy the shareholder's shares.</p>	<p>The prior approval of two-thirds of the voting rights represented and an absolute majority of the nominal value of shares represented is needed to carry out certain matters, including amending the company's objects and dissolving the company.</p> <p>Swiss law does not contain specific provisions concerning major transactions or minority buy-out rights.</p>
<p>10. Enforcement</p> <p>Any shareholder has the right to bring proceedings against the company and/or the directors in order to enforce duties owed to the shareholder or obligations relating to the company in a range of circumstances.</p>	<p>Any shareholder is entitled to take legal action against the company in a number of circumstances, including where the shareholder's rights are withdrawn or limited in various manners.</p>

7 OTHER RELEVANT INFORMATION

A. Comparison of Board and Committee Composition between Cavotec MSL and Cavotec SA

Cavotec MSL - Board

CAVOTEC MSL BOARD OF DIRECTORS			
Nr	Director	Qualification	Country of Residence
1	Fabio Cannavale	Independent Director	Italy
2	Leena Essén	Director	Sweden
3	Nicola Gerber	Independent Director	New Zealand
4	Jack Groesbeek	Independent Director	The Netherlands
5	Lars Hellman	Director	Switzerland
6	Lakshmi Khanna	Independent Director	Italy
7	Erik Lautmann	Independent Director	Sweden
8	Christer Granskog	Independent Director	Finland
9	Joe Pope	Independent Director	New Zealand
10	Ottonel Popesco	Director - CEO	Switzerland
11	Stefan Widegren	Director - Executive Chairman	Switzerland

Cavotec SA - Board - Final Proposal

CAVOTEC SA BOARD OF DIRECTORS			
Nr	Director	Qualification	Country of Residence
1	Fabio Cannavale	Director	Switzerland
2	Leena Essén	Director	Sweden
3	Nicola Gerber	Independent Director	New Zealand
4	Lakshmi Khanna	Independent Director	Italy
5	Erik Lautmann	Independent Director	Sweden
6	Christer Granskog	Independent Director	Finland
7	Joe Pope	Independent Director	New Zealand
8	Ottonel Popesco	Director - CEO	Switzerland
9	Stefan Widegren	Chairman	Switzerland

Cavotec MSL - Committees

Corporate Governance			
Nr	Director	Qualification	Country of Residence
Audit Committee			
1	Lakshmi Khanna	Independent Director - Chair	Italy
2	Christer Granskog (*)	Independent Director	Finland
3	Joe Pope	Independent Director	New Zealand
Remuneration Committee			
1	Christer Granskog	Independent Director	Finland
2	Erik Lautmann	Independent Director - Chair	Sweden
3	Joe Pope	Independent Director	New Zealand
Nomination Committee			
1	Jack Groesbeek	Independent Director - Chair	The Netherlands
2	Lakshmi Khanna	Independent Director	Italy
3	Joe Pope (*)	Independent Director	New Zealand

(*) Elected on December 4th, 2010 to replace Michael Cashin

Cavotec SA - Board - Final Proposal

Corporate Governance			
Nr	Director	Qualification	Country of Residence
Audit Committee			
1	Lakshmi Khanna	Independent Director - Chair	Italy
2	Leena Essén	Non-Executive Director	Sweden
3	Christer Granskog	Independent Director	Finland
4	Joe Pope	Independent Director	New Zealand
Remuneration Committee			
1	Christer Granskog	Independent Director	Finland
2	Lakshmi Khanna	Independent Director	Italy
3	Erik Lautmann	Independent Director - Chair	Sweden
4	Joe Pope	Independent Director	New Zealand
Nomination Committee			
1	Jack Groesbeek	Major Shareholder - Chair	The Netherlands
2	Lars Hellman	Major Shareholder	Switzerland
3	Stefan Widegren	Major Shareholder	Switzerland

B. Shareholding of Cavotec MSL Board Members**Directors' relevant interests in Cavotec MSL shares**

Relevant interests as at 20 June 2011	Number of shares held
Fabio Cannavale (through Nomina SA)	6,281,046
Leena Essén (through Anelea Holdings Ltd)	965,821
Christer Granskog (through Oy Piceum Ab)	2,565
Jack Groesbeek	689,688
Lars Hellman (through Nordea Life & Pension)	7,668,122
Lakshmi Khanna	263,406
Erik Lautmann	87,802
Joe Pope	10,000
Ottonel Popesco	2,630,720
Stefan Widegren	6,711,087
Total shares held by Directors in Cavotec MSL Holdings Limited	25,310,257
Total shares on issue in Cavotec MSL Holdings Limited	63,632,700

C. Future Capital Raising

As shareholders are aware, one of the key reasons for the restructuring and the listing of Cavotec SA's shares on the NASDAQ OMX Stockholm is to improve liquidity in the trading of the Cavotec SA shares in comparison to the level of trading of Cavotec MSL's shares on the NZSX.

To facilitate this, the Cavotec SA Board may determine to have a European based capital raising around the time of the listing of Cavotec SA's shares on the NASDAQ OMX Stockholm or shortly thereafter. The intention of such capital raising, in addition to providing funds for expansion, will be to increase the free float. For this reason, the existing key shareholders having an interest close to 50% of all of the Cavotec MSL shares on issue, and therefore will hold close to 50% of the Cavotec SA shares on the implement of the Scheme Plan, are not expected to participate in this capital raising as Cavotec SA shareholders, and the capital raising would not be available to New Zealand based (retail) shareholders.

No decision has been made to proceed with the capital raising. The capital raising will only occur if the Cavotec SA Board determines it is in the best interests of its existing shareholders and subject to market conditions.

After the restructuring has occurred, it is the intention of Cavotec SA to enter into discussions with the New Zealand Financial Markets Authority to endeavour to have the NASDAQ OMX Stockholm added as a "*recognised exchange*" and Switzerland added as one of the "*specified countries*" for the purposes of the Securities Act (Overseas Listed Issuers) Exemption Notice 2002, to potentially facilitate New Zealand shareholders participating in future capital raisings without Cavotec SA incurring significant additional cost. As set out above, however, it is not for this reason that any initial capital raising in Europe to increase the shareholder base would not include an offer to New Zealand retail shareholders.

D. Exemption granted by Financial Markets Authority

The New Zealand Financial Markets Authority (the *FMA*) has granted exemptions from certain requirements of New Zealand securities law to Cavotec MSL, Cavotec MoorMaster and Cavotec SA in relation to the restructuring proposal. Specifically these exempt Cavotec MSL, Cavotec MoorMaster and Cavotec SA from the requirements to prepare a prospectus or investment statement in New Zealand in respect of the offer of shares in Cavotec SA and the options created under the restructuring in Cavotec MoorMaster.

The exemptions are granted subject to a number of conditions being met, including:

- that this Information Memorandum contains a range of specified information relevant to the proposed restructuring;
- the proposed restructuring proceeds by way of a court-approved scheme of arrangement under Part 15 of the New Zealand Companies Act;
- an application for quotation of the Cavotec SA shares on the NASDAQ OMX Stockholm is accepted prior to implementation of the scheme of arrangement; and

- the assets and the business of the Cavotec group immediately following the implementation of the proposed restructuring will be identical to that immediately prior to the implementation of the proposed restructuring.

A full copy of the exemption notice issued by the FMA is available from the FMA's website at www.fma.govt.nz/laws-we-enforce/legislation/exemption-notices/current-exemption-notices/ (search on "Cavotec").

E. Shareholder Rights

If the special resolution relating to the restructuring proposal is approved by shareholders, then subject to the final orders of the Court, every Cavotec MSL shareholder will exchange their shares in Cavotec MSL for the same number of shares in Cavotec SA.

A dissenting shareholder that voted against the resolution has no buyout rights against Cavotec MSL for the purposes of a Part 15 scheme of arrangement under the Companies Act 1993. Shareholders continue to have the right to sell their shares on the NZSX until the date of cessation of trading for the purposes of implementation of the restructuring, which is currently intended to be 27 September 2011, or a shareholder may make an application under section 236(2) of the Companies Act 1993 in relation to the scheme of arrangement. Any such application should be made promptly after the shareholders meeting on 1 September 2011 and prior to 5:00pm, 14 September 2011, as 15 September 2011 is the current earliest date Cavotec MSL will seek final orders from the Court.

ANNEXURE A: SCHEME PLAN

Cavotec MSL Holdings Limited

Scheme Plan for the purposes of a
court-approved scheme of
arrangement pursuant to
section 236 of the Companies
Act 1993 (New Zealand)



SCHEME PLAN UNDER SECTION 236 OF THE COMPANIES ACT 1993 (NEW ZEALAND)

1 INTERPRETATION

1.1 Definitions

In this Scheme Plan:

Act means the Companies Act 1993 (New Zealand).

Arrangement means the arrangement to be undertaken in accordance with this Scheme Plan subject to any amendment or variation made in accordance with this Scheme Plan.

business day means any day other than a Saturday, Sunday, a public holiday in New Zealand or a day on which banks are not open for business in Auckland, New Zealand.

Cavotec GH means Cavotec Group Holdings N.V., a company governed by the laws of the Netherlands, a wholly owned subsidiary of Cavotec MSL.

Cavotec MoorMaster means Cavotec MoorMaster Limited, a company governed by the Act, a wholly owned subsidiary of Cavotec SA.

Cavotec MSL means Cavotec MSL Holdings Limited, a company governed by the Act.

Cavotec MSL Share means a fully paid ordinary share in the capital of Cavotec MSL.

Cavotec MSL Shareholders means the holders at the relevant time of the Cavotec MSL Shares.

Cavotec MSL Shareholders Meeting means the special meeting of Cavotec MSL Shareholders, and any adjournment thereof, to be held to consider and approve the Arrangement.

Cavotec SA means Cavotec SA, a company governed by the laws of Switzerland and which prior to the Effective Date is a wholly owned subsidiary of Cavotec MSL.

Cavotec SA Share means a fully paid ordinary share in the capital of Cavotec SA.

Court means the High Court of New Zealand.

Effective Date means 3 October 2011 or such later date as Cavotec MSL may determine and shall not be earlier than 2 Business Days after the date of the final order of the Court in respect of the Arrangement, on which the Arrangement becomes effective in accordance with the Act and the final order of the Court in respect of the Arrangement. The Effective Date shall not occur until such time as Cavotec SA's application for the listing of its shares on the NASDAQ OMX Stockholm



has been approved in writing by the listing committee for the NASDAQ OMX Stockholm.

issue in the context of the Cavotec SA Shares pursuant to clause 2 means when Cavotec SA has taken all necessary corporate action to authorise the issuing of the Cavotec SA Shares and has entered the name of the relevant holder on the Cavotec SA share register.

person means an individual, corporation, incorporated or unincorporated association, syndicate or organisation, partnership, trust, trustee, executor, administrator or other legal representative.

Record Date shall be the date identified as the record date by Cavotec MSL.

Registrar means Link Market Services Limited.

Scheme Plan means this scheme plan.

1.2 **Headings and References**

The division of this Scheme Plan into sections and the insertion of headings are for convenience of reference only and do not affect the construction or interpretation of this Scheme Plan. Unless otherwise specified, references to sections are to sections of this Scheme Plan.

1.3 **Time**

Time shall be of the essence in each and every matter or thing herein provided. Unless otherwise indicated, all times expressed herein are local time, Auckland, New Zealand.

2 **THE ARRANGEMENT**

2.1 **The Arrangement**

The following shall occur on the Effective Date and shall be deemed to occur in the following order without any further act or formality, except as otherwise provided:

- (a) Cavotec MoorMaster's existing share capital of 9,500,000 ordinary shares shall be consolidated to 1 ordinary share held by Cavotec SA.
- (b) Cavotec MSL and Cavotec MoorMaster shall amalgamate (with the surviving entity being Cavotec MoorMaster) and shall continue as one company under the Act with the effect set out in Appendix A unless and until otherwise determined in the manner required by law by the company surviving the amalgamation or by its directors or shareholders, and with the Cavotec MSL Shares being cancelled.
- (c) In consideration of the Cavotec MSL Shares being cancelled, Cavotec MoorMaster grants an option right to each Cavotec MSL shareholder to require Cavotec MoorMaster to issue to the Cavotec MSL Shareholders 1 fully paid ordinary share in Cavotec MoorMaster for every 1 share in Cavotec MSL held by the Cavotec MSL Shareholders on the Record Date. The option must be



exercised within 3 months of the Effective Date after which it will lapse and is not transferrable other than to Cavotec SA pursuant to clause 2.1(d).

- (d) The Cavotec MSL Shareholders transfer to Cavotec SA the option rights under clause 2.1(c) above, in consideration of Cavotec SA issuing to the Cavotec MSL Shareholders or their authorised agent, the shares referred to in clause 2.2.
- (e) Following the steps in clause 2.1(a) to 2.1(d) above, all the shares in Cavotec SA held by Cavotec MoorMaster as a result of the amalgamation shall be repurchased and cancelled or held as treasury stock at their original total issue price of 100,000 CHF in aggregate.

2.2 Rights to Cavotec SA Shares

- (a) On the Effective Date Cavotec SA shall cause the issue to each Cavotec MSL Shareholder whose name is entered on the Cavotec MSL share register as a holder of Cavotec MSL Shares at 5:00pm on the Record Date or their authorised agent, of 1 Cavotec SA Share for each Cavotec MSL Share, in consideration of Cavotec SA receiving the option rights under clause 2.1(d).
- (b) If a Cavotec MSL Shareholder has previously notified the Registrar in writing that the Cavotec MSL Shareholder wishes the Cavotec SA Shares to be held by an agent, Cavotec SA will cause the issue of the relevant Cavotec SA Shares to that agent consistent with the instruction provided by the Cavotec MSL Shareholder.
- (c) If the Cavotec SA Shares are not issued to Cavotec MSL Shareholders or their authorised agent pursuant to clause 2.2(a) for any reason (whether or not due to any factor within Cavotec SA's control) on the Effective Date, the Arrangement set out in clause 2.1 shall be deemed not to have occurred and the Cavotec MSL Shares shall continue to be held by the Cavotec MSL Shareholders.

2.3 Notification of issue of Cavotec SA Shares

As soon as practicable following the Effective Date, but in no event later than three business days after the Effective Date, Cavotec SA shall cause the Registrar to forward, or cause to be forwarded, by mail to each Cavotec MSL Shareholder whose name was on the Cavotec MSL share register as a holder of Cavotec MSL Shares at 5:00pm on the Record Date at the address specified in the Cavotec MSL share register (or to such other person (at such address) as such Cavotec MSL Shareholder may direct), notification of the number of Cavotec SA Shares issued to that Cavotec MSL Shareholder or their agent (as applicable) pursuant to the provisions of this Scheme Plan.

3 AMENDMENT

3.1 Scheme Plan Amendment

- (a) Cavotec SA and Cavotec MSL reserve the right to amend, modify and/or supplement this Scheme Plan at any time and from time to time, provided that any such amendment, modification or supplement shall be agreed by the



parties and must be contained in a written document which is filed with the Court and, if made following the Cavotec MSL Shareholders Meeting, approved by the Court and communicated to Cavotec MSL Shareholders in the manner required by the Court (if so required).

- (b) Any amendment, modification or supplement to this Scheme Plan may be agreed by the parties at any time prior to or at the Cavotec MSL Shareholder Meeting with or without any other prior notice or communication and, if so proposed and accepted by the persons voting at the Cavotec MSL Shareholders Meeting shall become part of this Scheme Plan for all purposes.
- (c) Any amendment, modification or supplement to this Scheme Plan which is approved or directed by the Court following the Cavotec MSL Shareholders Meeting shall be effective only if it is consented to by Cavotec SA and Cavotec MSL.

EXECUTION

CAVOTEC MSL HOLDINGS LIMITED by: **CAVOTEC SA** by:

Director

Director

CAVOTEC GROUP HOLDINGS N.V. by: **CAVOTEC MOORMASTER LIMITED** by:

Director

Director

Dated the 1st day of August 2011



APPENDIX A

- 8 The name of the amalgamated company shall be Cavotec MoorMaster Limited.
- 9 The registered office of the amalgamated company shall be:

Level 1, 57 Williams Street
Kaiapoi 7644
New Zealand
- 10 The full names and residential addresses of the directors of the amalgamated company will be:
 - David Williams Unit 9, Level 1, Amuri Park, 404 Barbadoes Street, Christchurch
 - Ottonel Popesco Via S. balestra 27, Lugano Ch-6900, Switzerland
 - Patrick Rosenwald Via Galvani 1, 20054 Nova Milanese (mi), Italy
 - Jakob Tolsgaard Egegaardsvej 3, 5260 Odense S, Denmark
- 11 The address for service of the amalgamated company will be:

Level 1, 57 Williams Street
Kaiapoi 7644
New Zealand
- 12 The Cavotec MSL Shares will be cancelled on the amalgamation and the share capital of the amalgamated company will be the current 9,500,000 ordinary shares in Cavotec MoorMaster held by Cavotec SA.
- 13 Cavotec MSL shall be removed from the New Zealand Companies Register.
- 14 The constitution of Cavotec MoorMaster, as the surviving company, will be the constitution of Cavotec MoorMaster in place immediately prior to the amalgamation.
- 15 The amalgamated company succeeds to all the property, rights, powers and privileges of each of the amalgamating companies.
- 16 The amalgamated company succeeds to all the liabilities and obligations of each of the amalgamating companies.
- 17 Proceedings pending by or against an amalgamating company may be continued by or against the amalgamated company.
- 18 A conviction, ruling, order or judgment in favour of, or against an amalgamating company may be enforced by or against the amalgamated company.
- 19 The provisions of section 225A of the Act shall apply to the amalgamated company.

ANNEXURE B: INITIAL COURT ORDERS

In the High Court of New Zealand
Auckland Registry

CIV 2011-404-3891

In the matter of: An arrangement under Part 15 of the Companies Act 1993

And in the matter of: CAVOTEC MSL HOLDINGS LIMITED, a duly incorporated company having its registered office at Christchurch and carrying on business as a holding company
First Applicant

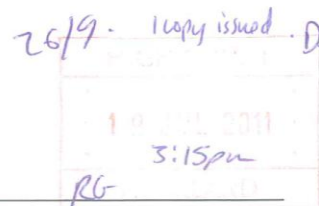
And: CAVOTEC MOORMASTER LIMITED, a duly incorporated company having its registered office at Christchurch and carrying on business as a mooring solutions company
Second Applicant

And: CAVOTEC SA, a duly incorporated company governed by the laws of Switzerland and carrying on business as a holding company
Third Applicant

And: CAVOTEC GROUP HOLDINGS N.V., a duly incorporated company governed by the laws of the Netherlands and carrying on business as a holding company
Fourth Applicant



Initial orders as to convening a meeting and giving directions



REFERENCE: John Holland (john.holland@chapmantripp.com)
Geoff Carter (geoff.carter@chapmantripp.com)

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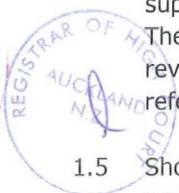
245 Blenheim Road
PO Box 2510, Christchurch 8140
New Zealand

www.chapmantripp.com
Auckland, Wellington,
Christchurch



To: The Applicants

- I The interlocutory application made by the applicants on 28 June 2011 seeking initial orders pursuant to s236(2) of the Companies Act 1993 to convene a meeting of the shareholders of the first applicant (*Cavotec MSL*) to consider a proposed scheme of arrangement (the *Arrangement*) was determined by the Honourable Justice Allan on 12 July 2011.
- II The determination was made with a hearing (by teleconference).
- III The following directions/orders were made:
 - 1.1 The meeting shall be held on 1 September 2011 at Peppers Clearwater Resort at Christchurch at 11:00am.
 - 1.2 The Cavotec MSL shareholders shall not be divided into classes for the purpose of voting on the Arrangement.
 - 1.3 The resolution from the Cavotec MSL shareholders is to be approved by way of special resolution, being a resolution approved by not less than 75% of the votes of those shareholders entitled to vote and voting on the special resolution, voting as a single class.
 - 1.4 The applicants may make such amendments, revisions and/or supplements to the Arrangement and the resolution as they may determine are in their best interests and in the best interests of the shareholders of Cavotec MSL. The Arrangement or the resolution as so amended, revised and/or supplemented will be submitted for approval at the meeting. The Applicants are also permitted to make amendments, revisions and/or supplements to the shareholder documents referred to in order 3 below.
 - 1.5 Should the applicants make any material amendments, revisions and/or supplements to the Arrangement or the resolution after the shareholder documents have been sent to those persons referred to in orders 3 and 6 below, they will send to those persons a supplementary memorandum by ordinary mail advising them of such amendments, revisions and/or supplements to the Arrangement or the resolutions.
- 2 Subject to the terms of these orders, requiring the meeting to be conducted in accordance with the provisions of the Companies Act 1993 and the constitution of Cavotec MSL.
- 3 Cavotec MSL shall send the applicable information referred to in order 4 (the *Shareholder Documents*) to each of its shareholders who is entitled to receive notice of the meeting of Cavotec MSL, such Shareholder Documents to be mailed at least 10 working days



before the meeting and otherwise in accordance with the requirements of the Companies Act 1993 and the constitution of Cavotec MSL for the delivery of notices of meetings.

- 4 The information required for the purposes of order 3 is:
- 4.1 a notice of meeting, including the resolution that the shareholders will be asked to vote on at the meeting and explanatory notes providing procedural details and objection rights;
 - 4.2 a voting/proxy form for voting on the resolution;
 - 4.3 an information memorandum, including, inter alia,;
 - (a) details of the restructuring proposal;
 - (b) the scheme plan;
 - (c) a copy of the initial orders made by the Court, and the proposed application for final orders, in respect of the Arrangement.

in substantially the same form as the drafts which are referred to in and annexed as exhibits D, F and G to the affidavit of Charles Jonathan Pope sworn on 28 June 2011, with such amendments, revisions and/or supplements as the applicants consider are necessary or desirable (provided that such amendments, revisions and/or supplements are not inconsistent with the terms of this order) or that are required by NZX, the Financial Markets Authority or this Court.

- 5 Cavotec MSL is granted leave to give notice of the application for final approval to persons outside the jurisdiction of this Court, if such is necessary, in the manner described in orders 3 and 4.
- 6 Cavotec MSL shall provide a copy of the relevant shareholder documents on request to any other person who becomes a registered shareholder of Cavotec MSL after the date that would have entitled that holder to receive the shareholder documents in accordance with order 3.
- 7 That the accidental failure or omission by Cavotec MSL to send the shareholder documents to the persons specified in orders 3 and 6 above or the non-receipt of such documents by those persons will not constitute a breach of the orders nor invalidate any resolution passed or proceedings taken at the meeting, but if any such failure or omission is brought to the attention of Cavotec MSL, then it shall endeavour to rectify it by the method and in the time most reasonably practicable in the circumstances.



- 8 The applicants shall, prior to the Court's consideration of the application for final orders to approve the Arrangement, cause to be filed with this Court, and served on any party who has filed a notice or an application for leave under order 9 or 10 below (as applicable) at the relevant address for service, an affidavit or affidavits verifying compliance with the requirements of these orders, including confirmation of the resolution passed by the Cavotec MSL shareholders at the meeting.
- 9 Any shareholder of Cavotec MSL who wishes to appear and be heard on the application for final orders must file a notice of appearance or a notice of opposition (both containing an address for service) and, if they oppose the application, any affidavits and a memorandum of submissions on which they intend to rely, by 5.00 pm on 14 September 2011 and by that time serve a copy on the applicants at their address for service. The applicants will promptly serve upon that shareholder, at their address for service, a copy of any affidavits in support of the application for final orders.
- 10 Any creditor of any applicant, or any other person (other than a shareholder of Cavotec MSL) claiming to have an interest in the Arrangement who wishes to appear and be heard on the application for final orders must file an application for leave to be heard on the application for final orders (containing an address for service), and, if they oppose the application, any affidavits and a memorandum of submissions on which they intend to rely by 5.00 pm on 14 September 2011 and by that time serve a copy on the applicants at their address for service. The applicants will promptly serve upon that creditor, at their address for service, a copy of any affidavits in support of the application for final orders.
- 11 The only persons entitled to appear and be heard at the hearing of the application for final orders will be:
 - 11.1 the applicants;
 - 11.2 those shareholders of Cavotec MSL who file a notice of appearance or a notice of opposition to the application for final orders in accordance with order 9 above; and
 - 11.3 those creditors or other persons (other than a shareholder of Cavotec MSL) who claim to have an interest in the Arrangement who file an application for leave to be heard and a notice of opposition to the application for final orders in accordance with order 10 above and who are subsequently granted leave to appear and be heard at the hearing of the application for final orders.
- 12 If any hearing of the application for final orders approving the Arrangement is adjourned, only those persons who have filed and served a notice of appearance or a notice of opposition in



accordance with orders 9 and 10 above need to be served with notice of the adjourned date.

- 13 Except as provided in orders 9, 10 and 12 above, the applicants are not required to serve any other documents on the persons specified in those orders.
- 14 The Court file will not be searched, inspected or copied without leave of the Court until such time as the shareholder documents have been distributed to shareholders in accordance with order 3 above.

Date:

Registrar/Deputy Registrar

Sealed:

1st August
July 2011



ANNEXURE C: PROPOSED APPLICATION FOR FINAL COURT ORDERS

In the High Court of New Zealand
Auckland Registry

CIV 2011-404-3891

In the matter of: An arrangement under Part 15 of the Companies Act 1993

And in the matter of: CAVOTEC MSL HOLDINGS LIMITED, a duly incorporated company having its registered office at Christchurch
First Applicant

And: CAVOTEC MOORMASTER LIMITED, a duly incorporated company having its registered office at Christchurch
Second Applicant

And: CAVOTEC SA, a duly incorporated company governed by the laws of Switzerland
Third Applicant

And: CAVOTEC GROUP HOLDINGS N.V., a duly incorporated company governed by the laws of the Netherlands
Fourth Applicant

Originating application for orders approving an arrangement
under Part 15 of the Companies Act 1993

Dated: 2011

REFERENCE: John Holland (john.holland@chapmantripp.com)
Geoff Carter (geoff.carter@chapmantripp.com)

To: The Registrar of the High Court at Auckland

This document notifies you that -

- 1 The Applicants will at 10 am on 26 September 2011, or as soon thereafter as counsel may be heard, apply to the Court for orders that:
 - 1.1 The scheme of arrangement (the Arrangement) as described in the Scheme Plan, which is annexed to this application, is approved and is binding upon the Applicants and their respective shareholders and all such other persons as necessary to ensure the arrangement is effective, in accordance with its terms, with effect from the Effective Date as defined in the Scheme Plan, being 3 October 2011 or such later date as the First Applicant may determine and not earlier than 2 business days after the date of this order.
 - 1.2 The Applicants are granted leave to apply to the Court at short notice for any necessary approval of any amendment, modification or supplement to the Arrangement.
- 2 The grounds on which each order is sought are as follows:
 - 2.1 Section 236(1) of the Companies Act 1993 provides the Court with powers to make orders that the Arrangement is binding on the Applicants, their shareholders and on such other persons as the Court may specify and upon such terms and conditions as the Court thinks fit.
 - 2.2 Section 237(1) of the Companies Act 1993 provides the Court with the power to make additional orders to give effect to the Scheme.
 - 2.3 By the date on which this application is determined the Applicants will have complied with the initial orders made by this Court and the requirements of Part 15 of the Companies Act 1993.
 - 2.4 The Arrangement is such that an intelligent and honest person of business acting in respect of his or her own interest would reasonably approve it.
- 3 The application is made in reliance on:
 - 3.1 Part 15 of the Companies Act 1993;
 - 3.2 Part 19 of the High Court Rules;

- 3.3 The affidavit of Charles Jonathan Pope filed, and a further affidavit to be filed, in support of this application; and
- 3.4 The memorandum of counsel filed in support of the application (without notice) for initial orders and in support of this application.

Date: 2011

G T Carter
Counsel for the Applicant

This document is filed by John Holland, solicitor for the respondent, of the firm Chapman Tripp. The address for service of the respondent is at the offices of Chapman Tripp, 245 Blenheim Road, Upper Riccarton, Christchurch.

Documents for service on the respondent may be delivered to that address or may be:

- (a) posted to the solicitor at PO Box 2510 Christchurch 8140; or
- (b) left for the solicitor at a document exchange for direction to DX WP21035, Christchurch; or
- (c) transmitted to the solicitor by facsimile to facsimile number (03) 365 4587.