

## NOTICE OF 2025 ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the Annual Meeting of Shareholders of Scott Technology Limited will be held at the offices of MUFG Pension & Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland and online virtually via the Company's share registrar, MUFG Pension & Market Services Virtual Meeting Platform [www.virtualmeeting.co.nz/sct25](http://www.virtualmeeting.co.nz/sct25) on

**Tuesday, 2 December 2025  
commencing at 3:00pm.**

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

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

Dear Shareholder,

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

This is a chance for you to hear from myself and our Chief Executive Officer, Mike Christman, about our group performance in FY25 as well as individual segment performance updates and an overview of Destination 2030, our refreshed business strategic focus.

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

Included with this Notice of Meeting are details on how to attend the Annual Meeting online.

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

A handwritten signature in dark blue ink, appearing to read "Stuart McLauchlan".

**Stuart McLauchlan**

*Chairman*

## AGENDA

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

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

**Resolution 1:** Re-Election of Director – John Berry

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

**Resolution 2:** Re-Election of Director – Derek Charge

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

**Resolution 3:** Auditor

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

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

4. **OTHER BUSINESS**

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

By Order of the Board

A handwritten signature in black ink, appearing to read "Mike Christman".

**Mike Christman**

*Chief Executive Officer*

# EXPLANATORY NOTES

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## ROTATION OF DIRECTORS

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

Scott Technology's Board regularly reviews Board membership, and succession planning takes into account the skills, capabilities, experience and knowledge required to provide effective oversight of Scott Technology's strategy and growth.

### RESOLUTION 1: RE-ELECTION OF JOHN BERRY

John Berry was re-elected as a Director by the shareholders of Scott Technology on 23 November 2022. In accordance with applicable NZX Listing Rules, John retires as a Director at the Annual Meeting and, being eligible, offers himself for re-election by shareholders.

The Board unanimously supports his re-election and has determined that John is not an Independent Director (within the meaning of the NZX Listing Rules) due to his role with Scott Technology's largest shareholder, JBS Australia Pty Limited.

#### JOHN BERRY

*Term of office: Appointed September 2022*

*Board responsibilities: Director*

*John is Head of Corporate and Regulatory at JBS Australia Pty Limited, Australia and New Zealand's largest meat and food processor. John has been a senior executive within the Australian Meat and Food Industry for over 25 years, and in JBS Australia and New Zealand. He also has extensive experience in mergers and acquisitions along with operational responsibilities for Industrial Relations, Productivity Improvement, Government Relations and Environmental and Sustainability within JBS Australia. John became an Alternate Director of Scott Technology in February 2017 and a Director since 2022. During this period he has acquired extensive knowledge of, and experience with, Scott Technology's business. John also possesses a Bachelor of Business, a Masters of Business Administration and is a Graduate and Fellow of the Australian Institute of Company Directors. John was also the previous Chairman of the Australian Meat Processor Corporation.*

### RESOLUTION 2: RE-ELECTION OF DEREK CHARGE

Derek Charge was re-elected as a Director by the shareholders of Scott Technology on 23 November 2022. In accordance with applicable NZX Listing Rules, Derek retires as a Director at the Annual Meeting and, being eligible, offers himself for re-election by shareholders.

The Board unanimously supports his re-election and has determined that Derek is an Independent Director (within the meaning of the NZX Listing Rules).

**DEREK CHARGE**, B.Juris, LLB, LLM (Media, Communications and IT Law)

*Term of office: Appointed March 2019*

*Board Responsibilities: Independent Director and a member of the Governance, Remuneration and Nominations Committee*

*Derek is an experienced manufacturing and mining executive, and corporate lawyer. He has a background in beverage production, manufacturing, mining and minerals processing, and logistics and port operations. He has extensive experience in establishing supply chains and marketing throughout Asia, particularly China and Japan. Derek has recently been appointed Managing Director of Whisky Tasmania Limited, owner of Hellyer's Road Distillery – one of the oldest and largest whisky producers in Australia. Prior to this role he was Managing Principal of SWS Lawyers, a boutique Australian corporate and commercial law firm, after holding a number of executive roles with Godfrey Hirst and BlueScope Steel in New Zealand and Australia. Before that was a partner of law firm Sparke Helmore, specialising in mineral resource.*

### RESOLUTION 3: FIX THE REMUNERATION OF THE AUDITOR

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

# IMPORTANT INFORMATION

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## HYBRID ANNUAL MEETING

Shareholders will be able to attend, and participate in, the Annual Meeting, either in person, or virtually, via an online platform provided by Scott Technology's share registrar, MUFG Pension & Market Services at:

[www.virtualmeeting.co.nz/sct25](http://www.virtualmeeting.co.nz/sct25)

If you will be attending online, you will require your Holder Number for verification purposes.

Shareholders attending and participating in the Annual Meeting virtually via the online platform will be able to vote and ask questions during the meeting. More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the meeting) is available in the Virtual Meeting Guide, which is available at

[https://mail.cm.mpms.mufg.com/MUFG/MUFG\\_VirtualMeetingGuide.pdf](https://mail.cm.mpms.mufg.com/MUFG/MUFG_VirtualMeetingGuide.pdf)

## VOTING

The only persons entitled to vote at the Annual Meeting are registered shareholders of Scott Technology (or their proxies or representatives) as at 3:00pm on Sunday, 30 November 2025, being not later than 48 hours prior to the start of the Annual Meeting. Only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

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

No voting restrictions apply to the resolutions being considered at the Annual Meeting.

## RESOLUTIONS

Resolutions 1, 2 and 3 are ordinary resolutions and are therefore required to be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

## PROXIES, CORPORATE REPRESENTATIVES AND POWER OF ATTORNEY

Any shareholder may appoint another person or persons as proxy to attend and vote on his, or her, behalf at the Annual Meeting.

If a shareholder wishes to appoint a proxy to attend and vote in their place, that shareholder should complete the Proxy Form which is enclosed with this Notice of Meeting or follow the instructions on the Proxy Form to lodge a proxy online.

A proxy does not have to be a shareholder in the Company.

The Chairman, the Directors and Chief Executive Officer offer themselves as proxy to shareholders and, if given discretion, will vote in favour of Resolutions 1, 2 and 3.

A corporation that is a shareholder may appoint a representative to attend the Annual Meeting on its behalf in the same manner as that which it could appoint a proxy. Corporate representatives should bring along to the Annual Meeting evidence of their authority to act for the relevant corporation. Any person representing a shareholder(s) by virtue of a power of attorney must bring evidence of their authority to vote on behalf of the shareholder(s) and power of attorney.

If, in appointing a proxy, you do not name a person as your proxy, but otherwise complete the proxy form in full, or your named proxy does not attend the Annual Meeting, the Chair of the Annual Meeting will be appointed your proxy and may only vote in accordance with your express direction.

**Proxy Forms must be received by MUFG Pension & Market Services no later than 3:00pm on Sunday, 30 November 2025.**

Proxy Forms can be lodged by:

- Post to PO Box 91976, Auckland 1142
- Email to [meetings.nz@cm.mpms.mufg.com](mailto:meetings.nz@cm.mpms.mufg.com)
- Lodged online at <https://nz.investorcentre.mpms.mufg.com/voting/SCT>

You will be required to enter your CSN/Holder number and FIN and follow the instructions from there.

## SHAREHOLDER QUESTIONS

Scott Technology offers the facility for shareholders to submit questions to the Board in advance of the Annual Meeting.

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

Please submit questions by completing the section on the Proxy Form and submitting to MUFG Pension & Market Services by 3:00pm on Sunday, 30 November 2025.

## PRESENTATIONS AND SCOTT TECHNOLOGY FY25 ANNUAL REPORT

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

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