

Notice of Annual Meeting 2007  
Cavotec MSL Holdings Limited



# Notice of Annual Meeting 2007

## Cavotec MSL Holdings Limited

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Notice is hereby given that the Annual Meeting of Shareholders of Cavotec MSL Holdings Limited (the Company) will be held at the Outrigger Clearwater Resort, Clearwater Avenue, Harewood, Christchurch on Friday, 27 April 2007 at 11.00am.

### Ordinary business

- A To consider and receive the Annual Report of the Company (incorporating the Company's financial statements and the Auditor's report on those financial statements) for the year ended 31 December 2006.
- B To consider and, if thought fit, to pass the following ordinary resolutions:
- 1 That Mr Michael Cashin be re-elected as a director;
  - 2 That Mr Stefan Widegren be elected as a director;
  - 3 That Mr Jack Groesbeek be elected as a director;
  - 4 That Mr Lakshmi Khanna be elected as a director;
  - 5 That Mr Erik Lautmann be elected as a director;
  - 6 That Mr Ottonel Popesco be elected as a director;
  - 7 To record that PricewaterhouseCoopers continue in office as auditors and to authorise the Directors to fix their remuneration for the ensuing year.
  - 8 That the total quantum of annual directors' fees be increased by \$327,500 from \$72,500 to \$400,000 with effect from 1 January 2007, such amount to be divided amongst the directors as they deem appropriate.

### Notes

#### 1. Re-election and election of directors

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Mr Michael Cashin retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election.

Messrs Widegren, Groesbeek, Khanna, Lautmann and Popesco were appointed during the year and, in accordance with the Company's constitution, will each retire at the Annual Meeting. Each of Messrs Widegren, Groesbeek, Khanna, Lautmann and Popesco offers themselves for election as a director.

Each resolution relating to the re-election and election of directors shall be voted on as a separate resolution.

The board considers Messrs Cashin, Groesbeek, Khanna and Lautmann to be independent directors for the purposes of the NZSX Listing Rules.

A brief biography of Messrs Cashin, Widegren, Groesbeek, Khanna, Lautmann and Popesco is set out below:

**Michael Cashin:** CA, CPA (Australia), FCIS

Michael has worked for a number of large listed companies in New Zealand and overseas. He was appointed Chairman of the Company in 2000 and remained as Chairman until the merger with Cavotec Group Holdings N.V. on 5 January 2007. He is currently a director of Ryman Healthcare Ltd and Wellington Waterfront Limited. Past Directorships include Capital Properties NZ Ltd, Centrepont Ltd, Allied Farmers Ltd, Housing Corporation of New Zealand, Housing New Zealand Ltd and At Work Insurance Ltd.

**Stefan Widegren:**

Stefan studied mechanical engineering specialising in hydraulics and pneumatics at the Royal Institute of Technology in Stockholm from 1970 to 1975. In 1972 he joined Specimas Srl (Italy), founded Cavotec AB (Sweden) in 1974 and assumed the role of Managing Director. Cavotec acquired Specimas in 1984. Stefan was appointed Chairman & CEO of the Cavotec Group in 1990. His other interests have included Chairman of the Union of International Chambers of Commerce in Italy, Chairman Swedish Chamber of Commerce in Milan and President of the Rotary Club of Milano Sud Est. Stefan was appointed Executive Chairman of the Company on 5 January 2007 at the time of settlement of the merger between the Company and Cavotec Group Holdings N.V.

**Jack Groesbeek:** LLB (University of Amsterdam)

Jack has worked as legal counsel/director with a number of management companies and currently operates his own practice from Amsterdam and Luxembourg. He is presently a director of several Dutch and Luxembourg holding companies including United Business Media Plc, ICAP Plc, E.ON AG/Powergen Plc, Intrum Justitia AB, and Cavotec Group Holdings NV. Jack was appointed a director of the Company on 5 January 2007 at the time of settlement of the merger between the Company and Cavotec Group Holdings NV.

**Lakshmi C. Khanna:** BA Mathematics (Punjab University, India), FCA (England & Wales), CA (India)

Lakshmi has had a distinguished career with Pricewaterhouse Coopers (Italy) extending from 1966 retiring as a partner from the practice in 2001. His career has involved client service responsibilities for the Italian operations of multinational entities including, inter alia, United Technologies, General Foods, Trust House Forte, IBM amongst others. He has been President of the Rotary Club of Milano, President of the World Community Service Commission of Rotary (Lombardy), Advisor to the Joint Task Force Confederation of Italian Industry and the Confederation of Indian Industry. Lakshmi is an Independent Director of Cavotec Group Holdings N.V. and a number of privately owned companies. Lakshmi was appointed a director of the Company on 5 January 2007 at the time of settlement of the merger between the Company and Cavotec Group Holdings N.V.

**Erik Lautmann:** BSc (Stockholm School of Economics)

Erik's professional career has included being Managing Director of Catella AB, DHL International AB (Nordic Countries), Alfaskop AB and Jetpak Group (Nordic countries). He is currently Chairman of Paxxo AB and has held positions as a member of the Board of Association of Swedish Service Companies, Lithells, SAS Cargo Group and Multicom Security. Erik is also an Independent Director of Cavotec Group Holdings N.V. Erik was appointed a director of the Company on 5 January 2007 at the time of settlement of the merger between the Company and Cavotec Group Holdings N.V.

**Ottonel Popesco:** MBA (Sorbonne University), M.Sc (Bucarest), PhD Bus. Admin. (Kensington University)

Ottonel joined the Cavotec Group in 1988 and presently holds the position of Chief Executive Officer. Prior to this appointment he spent five years as Sales & Marketing Director with ABB France (CKB Manufacturing Division). In addition to his tertiary qualifications Ottonel is a registered professional engineer (France) and a member of the Engineering Committee of the American Association of Port Authorities. Ottonel is CEO of the Company and was appointed a director of the Company on 5 January 2007 at the time of settlement of the merger between the Company and Cavotec Group Holdings N.V.

## 2. Directors' fees

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Resolution 8 relates to an increase in directors' fees. The current directors' fees were approved by ordinary resolution on 26 October 2001 and provide for a fee for the Chairperson of the board of directors of \$22,500 per annum and a fee of \$14,500 per annum for each director that is not an employee of the Company or the Chairperson. The current board comprises five non-executive directors. As three of the directors are executive directors the current fees would amount to \$72,500 (each non-executive director receiving \$14,500). Directors' fees have not been increased since this time notwithstanding that the Company has grown considerably since then. In particular, the Company has increased considerably in size and changed substantially in nature as a result of the merger with Cavotec Group Holdings NV in January 2007. The Company is an international company with business operations in different areas around the world with a number of the directors being based in Europe. The Remuneration Committee, a subcommittee of the Board, uses Mercer Human Resource Consulting as additional reference and support when establishing international salaries and other remunerations. The Remuneration Committee has recommended the new proposed directors' fees and considers that the proposed new directors' fees:

- A accurately reflect the increased size of the Company and governance responsibilities, particularly given the recent merger of the Company with the Cavotec Group; and
- B are consistent with companies with similar market capitalisation as the Company.

For the above reasons, the directors seek shareholder approval to increase the maximum permitted payment of directors' fees by \$327,500 to \$400,000 per annum with effect from 1 January 2007 as described in Resolution 8. Directors and their associated persons may not vote on this resolution, although directors are permitted to cast any directed proxy granted in their favour.

## 3. Proxies

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A proxy form is attached to this notice of special meeting. A shareholder entitled to vote at the meeting but who can not attend is entitled to appoint a proxy to attend the meeting and vote on their behalf. A proxy need not be a shareholder in the Company.

To be valid, a completed proxy form (and any certificate of appointment of a corporate representative or power of attorney – refer to the notes on the proxy form) must be deposited at the registered office of the Company no later than 11.00am (New Zealand time) on Wednesday, 25 April 2007.

## 4. Eligibility to vote

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Any shareholder whose name was recorded in the Company's share register at the close of business on Wednesday, 25 April 2007 is entitled to attend the meeting and vote on the resolution either in person or by proxy.

By order of the Board



**Stefan Widegren**

Executive Chairman

Dated: 28th February 2007

I will attend the Annual Meeting and I will participate at the lunch following the meeting.

☐

I will attend the Annual Meeting but I will **not** participate at the lunch following the meeting.

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I will not attend the Annual Meeting. Please find below my completed Proxy Form.

☐

## Proxy Form

### Section 1. Shareholder details

Full name: \_\_\_\_\_

Full address: \_\_\_\_\_

### Section 2. Appointment of Proxy

I appoint: \_\_\_\_\_ (Full name)

\_\_\_\_\_ (Full address)

as my proxy to exercise my vote at the Annual Meeting of Shareholders of the Company to be held on 27 April 2007, and at any adjournment of that meeting. If the person I have appointed is unable to be my proxy then

I appoint: \_\_\_\_\_ (Full name)

\_\_\_\_\_ (Full address)

### Section 3. Voting instructions

I direct my proxy to vote in the following manner:

1 that Mr Michael Cashin be re-elected as a director

For

Against

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☐

2 that Mr Stefan Widegren be elected as a director

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3 that Mr Jack Groesbeek be elected as a director

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4 that Mr Lakshmi Khanna be elected as a director

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5 that Mr Erik Lautmann be elected as a director

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6 that Mr Ottonel Popesco be elected as a director

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7 that the Directors be authorised to fix the auditor's remuneration for the ensuing year

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8 that Directors' fees be increased from \$72,500 to \$400,000

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☐

### Signed by each of the shareholders named in Section 1

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Date:

Return by fax to number: +64 3 377 0553





## Notes

As a shareholder you may attend the meeting and vote, or you may appoint a proxy to attend the meeting and vote. A proxy need not be a shareholder of the Company. If you are joint holders of shares each of you must sign this proxy form. If you are a company this proxy form must be signed on behalf of the company by a person acting under a company's express or implied authority.

For this proxy to be valid, you must complete it and produce it to the Company at least 48 hours' before the time for holding the meeting. You can produce it to the Company by delivering, posting or faxing it to the registered office, so that it is received at least 48 hours' before the time for holding the meeting. If you have not directed your proxy how to vote by completing section 3 above, then your proxy may vote as your proxy thinks fit.

If this proxy form has been signed under a power of attorney a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this proxy form. If you return this form without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit.

Postal address:	Cavotec MSL Holdings Limited PO Box 13811 Christchurch
Facsimile:	+64 3 377 0553
Physical Address and Registered Office:	Unit 9, Level 1, Amuri Park 404 Barbadoes Street Christchurch

## Dividend Policy

The Board of Directors announces that the Company intends to pay a gross dividend of around 15% of the Net Profit of the financial year 2007. The exact amount will be announced upon receipt of the audited Annual Report 2007 at the end of February 2008. Payment of dividends will follow within 30 days.

*Head Office*

**Cavotec MSL Holdings Ltd.**

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*Corporate Office*

**Cavotec (Swiss) SA**

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