

SPECIAL SHAREHOLDERS MEETING

26TH JANUARY 2024

MHM
AUTOMATION

Mercer 



milmeq



The wyma logo features the word 'wyma' in a lowercase, white, sans-serif font, centered within a blue, horizontally-oriented hexagonal shape.

VOTING AND ASKING QUESTIONS



HELP NUMBER
0800 200 220


Ask a Question

Get a Voting Card

Exit Meeting ↗

Starts Friday at 10:00 AM

MHM Automation Limited Special Meeting



Voting Card

Question box



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Ask a Question

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Notice of meeting

Online Virtual Meeting Guide

INTRODUCTIONS & FORMALITIES

Board

Trevor Burt – Chair

Paul Smart – Independent Director

Andrew Barclay – Director

George Rolleston – Director

Richard Rookes – Managing Director/CEO

PROXY RESULTS

Proxies received for **75,613,238 shares**, representing **84.92%** of issued share capital.

98.45% are in favour of the Scheme, **0.04%** are against and a further **1.52%** are discretionary votes.

83.61% of the total number of shares on issue have been voted in favour of the Special Resolution.

AGENDA

1. Background and scheme summary

2. Questions on the Scheme and Resolution

3. Resolution

“That the Scheme (the terms of which are described in the Scheme Booklet) be approved”

Voting Thresholds:

- at least 75% of the votes of Shareholders in each interest class who are entitled to vote and who actually vote are voted in favour of the Special Resolution; and
- more than 50% of the votes of all Shareholders entitled to vote, whether or not actually voted, are voted in favour of the Special Resolution.

4. Closing remarks

BACKGROUND AND SCHEME SUMMARY

- As outlined in the Notice of Meeting and Scheme Booklet released via NZX on 18 December 2023 and sent to shareholders on or around 20 December 2023
- MHM entered into Scheme Implementation Agreement on 3 November 2023 with Bettcher Industries, Inc. ('the Scheme')
- Bettcher has nominated a wholly-owned, New Zealand incorporated subsidiary, Merlin NZD Bidco Limited, to acquire the shares under the Scheme
- The consideration offered under the Scheme is NZ\$1.70 per MHM Share ('the Consideration')
- The Scheme is subject to:
 - OIO approval
 - Shareholder approval
 - High Court approval
 - Other customary implementation conditions as outlined in the Scheme Booklet

BACKGROUND AND SCHEME SUMMARY

- Non-Conflicted Directors (Trevor Burt and Paul Smart) unanimously recommend that you vote for the Scheme, for a number of reasons:
 - The Consideration represents a significant premium to MHM's historical trading prices
 - The Consideration is between the mid and upper end of the Independent Adviser's valuation range for MHM shares of \$1.56 and \$1.75
 - Shareholders who together hold approximately 47.6% of MHM shares have committed to vote their MHM shares in favour of the Scheme
 - You can realise the value of your MHM shares for 100% cash consideration upon Implementation of the Scheme
 - MHM Shares may trade at less than \$1.70 if the Scheme does not proceed
 - No superior proposal has been put forward

QUESTIONS

RESOLUTION AND VOTING

That the Scheme (the terms of which are described in the Scheme Booklet) be and is hereby approved

CLOSING REMARKS

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