

18 December 2023

Scheme of Arrangement – Scheme Meeting Materials

MHM Automation Limited (**MHM**) has today released an electronic version of the scheme booklet and notice of meeting for a special meeting of shareholders to vote on the proposed acquisition of MHM by Bettcher Industries, Inc. (**Bettcher**), through its wholly-owned subsidiary, Merlin NZD Bidco Limited (**Bettcher NZ**), by way of a scheme of arrangement (**Scheme**) (**Scheme Meeting**). The scheme booklet and notice of meeting includes an independent adviser's report prepared by Simmons Corporate Finance Limited.

The consideration of NZ\$1.70 per share is between the midpoint and the upper end of Simmons Corporate Finance Limited's valuation range for MHM shares of NZ\$1.56 to NZ\$1.75 per share.

The scheme booklet and notice of meeting (including the independent adviser's report), together with a proxy form, a cover letter to shareholders and certain other documents (as required by the sealed initial orders released via NZX on 13 December 2023) will be emailed or mailed (as applicable) to shareholders in the next couple of days.

MHM's Non-Conflicted Directors¹ unanimously recommend that shareholders vote in favour of the Scheme, absent a superior proposal. Subject to the same qualification, the Non-Conflicted Directors undertake to vote, or procure the voting of, the MHM shares that they hold or control in favour of the Scheme.

In addition to receiving approval of MHM's shareholders, the Scheme remains subject to certain usual conditions being satisfied or (if capable of waiver) waived, including approval of the High Court of New Zealand (by way of final orders) and consent from the Overseas Investment Office.

The Scheme Meeting will be held at 11.00am on 26 January 2024 in person (at The George, 50 Park Terrace, Christchurch) and online (at www.virtualmeeting.co.nz/mhmsm24).

It is very important that shareholders exercise their right to vote either in person or online at the Scheme Meeting or by appointing a proxy to attend and vote at the Scheme Meeting on their behalf. Details are provided in the notice of meeting and proxy form.

For the Scheme to proceed, both of the following two voting thresholds must be met:

- 75% or more of the votes of shareholders in each interest class² who are entitled to vote and who actually vote must be voted in favour of the Scheme; and
- more than 50% of the total number of MHM shares on issue must be voted in favour of the Scheme.

¹ As at the date of this announcement, the Non-Conflicted Directors are Trevor Burt and Paul Smart. Further details are provided in the scheme booklet.

² As at the date of this announcement, there is only one interest class. This is expected to remain the case at the time of the Scheme Meeting. Further details are provided in the scheme booklet.

Attached to this announcement is the scheme booklet and notice of meeting (including the independent adviser's report), a proxy form and certain other documents (as required by the sealed initial orders released via NZX on 13 December 2023).

ENDS

For further information in relation to this announcement please contact:

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