

MEDIA RELEASE

April 22, 2016

REPORT FROM CAVOTEC SA ORDINARY GENERAL MEETING 2016.

Cavotec SA (“the Company”) today held its Ordinary General Meeting (“OGM”) in Lugano, Switzerland, while shareholders could follow the proceedings via a passive video-link from Stockholm, Sweden. Fabio Cannavale chaired the OGM.

At the OGM the following resolutions were passed:

1. Annual report, financial statements and consolidated financial statements for the year 2015, report of the Statutory Auditors

The OGM adopted the Board of Directors’ proposal that the annual report, the financial statements and the consolidated financial statement for the year 2015 be approved.

2. Appropriation of available earnings

The OGM adopted the Board of Directors’ proposal for the following appropriation:

CHF

Carried forward from previous years	(7,645,835)
Net gain/loss for the financial year 2015	(11,067,235)
Total earnings available	(18,713,070)
Appropriation to general statutory reserves (retained earnings)	0
Appropriation to other reserves	0
Proposed balance to be carried forward	(18,713,070)

3. Grant of Discharge from Liability to the Board of Directors and Persons entrusted with the Management from Activities during Business Year 2015

The OGM granted discharge to all the members of the Board of Directors and the CEO and CFO for the business year 2015.

4. Capital reduction through partial nominal value repayment

The OGM adopted the Board of Directors’ proposal:

a) to reduce the current share capital of CHF 108,379,680 by CHF 2,356,080 to CHF 106,023,600 by way of reducing the nominal value of the registered shares from CHF 1.38 by CHF 0.03 to CHF 1.35 and to use the nominal value reduction amount for repayment to the shareholders;

b) to confirm as a result of the report of the auditors, that the claims of the creditors are fully covered notwithstanding the capital reduction;



c) to amend article 4, article 4ter, article 4quater para. 1, article 4quinquies, article 4sexies and article 4septies of the Articles of Association according to the following wording as per the date of the entry of the capital reduction in the commercial register (the proposed amendments are in italics):

Article 4

“The share capital of the Company is CHF *106,023,600* and is divided into 78,536,000 fully paid registered shares. Each share has a par value of CHF *1.35*.”

Article 4ter

“The share capital may be increased in an amount not to exceed CHF *963,862.20* through the issuance of up to *713,972* fully paid registered shares with a par value of CHF *1.35* per share by the issuance of new shares to employees of the Company and group companies. The pre-emptive rights and advance subscriptions rights of the shareholders of the Company shall thereby be excluded. The shares or rights to subscribe for shares shall be issued to employees pursuant to the Long Term Incentive Plan approved by the Board of Directors. Shares or subscription rights may be issued to employees at 10% discount compared with the market price quoted on the stock exchange of that time.”

Article 4quater para. 1

“The Board of Directors shall be authorized to increase the share capital in an amount not to exceed CHF *9,639,896.40* through the issuance of up to *7,140,664* fully paid registered shares with a par value of CHF *1.35* per share by not later than April 23, 2016.”

Article 4quinquies

“The share capital may be increased in an amount not to exceed CHF *963,862.20* through the issuance of up to *713,972* fully paid registered shares with a par value of CHF *1.35* per share by the issuance of new shares to employees of the Company and group companies. The pre-emptive rights and advance subscriptions rights of the shareholders of the Company shall thereby be excluded. The shares or rights to subscribe for shares shall be issued to employees pursuant to the Long Term Incentive Plan 2013 approved by the Board of Directors. Shares or subscription rights may be issued to employees at 10% discount compared with the market price quoted on the stock exchange of that time.”

Article 4sexies

“The share capital may be increased in an amount not to exceed CHF *963,862.20* through the issuance of up to *713,972* fully paid registered shares with a par value of CHF *1.35* per share by the issuance of new shares to employees of the Company and group companies. The pre-emptive rights and advance subscriptions rights of the shareholders of the Company shall thereby be excluded. The shares or rights to subscribe for shares shall be issued to employees pursuant to the Long Term Incentive Plan 2014 approved by the Board of Directors. Shares or subscription rights may be issued to employees at 10% discount compared with the market price quoted on the stock exchange of that time.”

Article 4septies

“The share capital may be increased in an amount not to exceed CHF *1,060,236.00*”



through the issuance of up to 785,360 fully paid registered shares with a par value of CHF 1.35 per share by the issuance of new shares to employees of the Company and group companies. The pre-emptive rights and advance subscriptions rights of the shareholders of the Company shall thereby be excluded. The shares or rights to subscribe for shares shall be issued to employees pursuant to the Long Term Incentive Plan 2015 approved by the Board of Directors. Shares or subscription rights may be issued to employees at 10% discount compared with the market price quoted on the stock exchange of that time.”

Explanatory notes:

In the event of approval of the proposed capital reduction, the nominal value reduction amount shall be repaid to shareholders. The capital reduction will be implemented after publication of the general meeting resolution in the Swiss Official Gazette of Commerce in accordance with Art. 733 Swiss Code of Obligations and the expiration of the 2 months notice period provided therein. Subject to approval by the general shareholders’ meeting and to entry of the reduction in the Commercial Register, CHF 0.03 per share will be repaid to the shareholders, holding shares on July 4 prospectively on July 11, 2016. The capital reduction amount is paid out without deduction of Swiss withholding tax.

5. Creation of additional contingent share capital in connection with employee participation

The Board of Directors proposes to create additional contingent share capital in an amount not to exceed CHF 1,060,236.00 enabling the issuance of up to 785,360 additional shares with a nominal value of CHF 1.35 each in connection with employee participation by inserting the new article 4octies of the Articles of Association to read as follows:

“Article 4octies – Contingent Share Capital

The share capital may be increased in an amount not to exceed CHF 1,060,236.00 through the issuance of up to 785,360 fully paid registered shares with a par value of CHF 1.35 per share by the issuance of new shares to employees of the Company and group companies. The pre-emptive rights and advance subscriptions rights of the shareholders of the Company shall thereby be excluded. The shares or rights to subscribe for shares shall be issued to employees pursuant to the Long Term Incentive Plan 2016 approved by the Board of Directors. Shares or subscription rights may be issued to employees at a 10% discount compared with the market price quoted on the stock exchange of that time.”

Explanatory notes:

The proposed additional new contingent share capital is intended to help Cavotec SA retaining key managers in connection with Cavotec SA’s Long Term Incentive Plan 2016 (LTIP 2016). The Chairman of the Remuneration Committee will present the LTIP 2016 in detail at the OGM. Information regarding the LTIP is available on www.cavotec.com.

6. Creation of authorized share capital

The OGM approved the Board of Directors’ proposal to create authorized share capital in an amount not to exceed CHF 21,204,720, enabling the issuance of up to 15,707,200



Cavotec SA shares by not later than April 22, 2018, by amending article 4quater, para. 1 of the Articles of Association with the following wording:

“The Board of Directors shall be authorized to increase the share capital in an amount not to exceed CHF 21,204,720 through the issuance of up to 15,707,200 fully paid registered shares with a par value of CHF 1.35 per share by not later than April 22, 2018. Increases in partial amounts shall be permitted.”

Explanatory notes:

The current provision regarding authorized share capital, article 4ter of the Articles of Association, has been approved by the AGM 2012 and renewed by the OGM 2014 and allowed for the creation of authorized capital for up to 14,279,444 shares, corresponding to 20% of all issued shares. Since then, the authorized share capital has been used for the issuing of 7,138,780 new shares that were subscribed by Bure Equity AB, as per Cavotec’s press release of September 12, 2014. The authorized share capital is intended to enhance Cavotec SA’s financial flexibility, in view of future acquisitions, while also enhancing the liquidity of the Cavotec share. Since the deadline of the authorized share capital approved in 2012 and renewed in 2014 will expire shortly, the purpose of this amendment is, on one hand, to extend said deadline for another two years. Furthermore, the Board of Directors proposes to rebuild and adapt the maximum number of shares to be issued under this article taking into account the currently issued shares. The proposed 15,707,200 correspond to 20% of all currently issued shares of Cavotec SA.

7. Approval of Remuneration

The OGM approved the maximum aggregate amount (covering fixed and variable remuneration) each of:

- the remuneration for the Board of Directors for the next business year
- the remuneration for the CEO for the next business year.

7.1 Approval of Remuneration for the Board of Directors

The OGM approved the aggregate amount of CHF 1,000,000 for the remuneration for the Board of Directors for the business year 2017. Please note that this amount does not include the remuneration of the CEO (who is also member of the Board of Directors). The total aggregate amount of the CEO’s remuneration is set forth in section 7.2.

7.2 Approval of Remuneration of the CEO

The OGM approved the aggregate amount of CHF 1,200,000 for the remuneration for the CEO for the business year 2017.

8. Re-election of seven directors, election of two new Directors and nomination of the Chairman of the Board of directors

In accordance with the Nomination Committee's proposal, Fabio Cannavale, Leena Essén, Nicola Gerber, Erik Lautmann, Ottonel Popesco, Patrik Tigerschiöld and Stefan Widegren were re-elected as Directors for a further one-year term of office expiring at the OGM to be held in 2017. In addition, Hélène Thrap-Olsen and Heléne Mellquist were elected as Directors for a one-year term of office expiring at the OGM to be held in 2017. Stefan



Widegren was re-elected as Chairman of the Board of Directors for a further one-year term of office expiring at the OGM to be held in 2017.

9. Nominations for the Remuneration Committee

In accordance with the Nomination Committee's proposal Erik Lautmann, H el ene Thrap-Olsen and Patrik Tigerschi old were elected as members of the Remuneration Committee.

With respect to the requirements in the Code that all members of the Remuneration Committee, apart from the chairman of the Remuneration Committee, are to be independent of the company and its executive management, the Nomination Committee has come to the conclusion that all candidates proposed by the Board of Directors are independent of the company and its executive management.

10. Re-election of Independent Auditor

In accordance with the Nomination Committee's proposal, PricewaterhouseCoopers SA, Lugano, Switzerland was re-elected as Cavotec's independent auditor for the business year 2016

11. Election of an Independent Proxy

In accordance with the Board of Directors' proposal, Mr. Franco Brusa, Attorney-at-law, Via G.B. Pioda 5, Lugano, Switzerland was elected as Cavotec's independent proxy for the OGM 2017.

ENDS

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The information in this release is subject to the disclosure requirements of Cavotec SA under the Swedish Securities Market Act and/or the Swedish Financial Instruments Trading Act. This information was publicly communicated on 22 April 2016, 13:30 CEST.

