

Technor – joins the Simtronics group

Expanding the Global Footprint



SIMTRONICS

Presentation 30 March 2009



SIMTRONICS group

Overview

- **The combination of Simtronics and Technor create an even stronger safety product group**
 - Enhanced product range
 - Extended global reach
- **Doubled sales – margins maintained**
 - 2008 total sales at NOK 740 million - organic growth expects to continue
 - 2008 combined EBITDA was NOK 68 million
 - EBITDA expects to be at present level
- **Total consideration NOK 186,9 million**
 - Enterprise value of NOK 289,4 million for acquired company
- **Share and cash payment**
 - Equity issue being prepared
 - HitecVision through Technor AS to become Simtronics' principal shareholder
- **Acceptable debt level**
 - NIBD of expanded company is NOK 196 million
- **A small "giant"; combination of two equal parties**
 - Strengthening the management, competence and technology foundation



Strategic rationale

- **Simtronics has pursued a growth and product extension strategy since 2007**
 - 2008 sales five times higher than 2006 sales
- **Technor has, under HitecVisions ownership built a global reaching company**
- **Technor and Simtronics - a perfect strategic fit**
 - Complementary products and technology
 - Common customer segments
 - Expanded geographical reach
 - Comfortable synergy potential
 - Strong, dedicated management
 - Well run operations
- **Attractive transaction model**
 - Benefits seller and current shareholders
 - Very comfortable debt levels
 - Stronger shareholder structure



Technor – a brief introduction

- **Sophisticated safety products**
- **Electro-mechanic, instrumentation and electronics expertise**

- **Technor SafeEx** - *located in Stavanger and Sauda, Norway*
- **Technor Atex** - *located in Angouleme, France*
- **Technor Middle East** - *located in Dubai, UAE*
- **Technor Italsmea** – *located in Milan*
- **Technor Italsmea (SEA) Pte Ltd** (60%) ownership - *located in Singapore*



A perfect fit

SIMTRONICS group

Main customer segments

- Oil and gas industry
- Maritime sector
- Process industries

Geographical reach

- Europe
- Asia

Products and services

- Fire and gas detectors
- Extinguishing systems
- Fire prevention systems
- Engineering



Main customer segments

- Oil and gas industry
- Process industries

Geographical reach

- Europe
- Middle East

Products and services

- Electronic and electromechanical equipment for use in hazardous environments (e.g. switches, control panels, junction boxes, lighting)



Complementary products

SIMTRONICS group




Technor




Technor

SIMTRONICS group

The combined company

- **An even more complete multi product safety group**
- **Strong technology base**
- **Attractive synergy potential**
 - Product development
 - Sourcing and manufacturing
 - Marketing and sales
- **Organic sales growth expected going forward**
- **Attractive margins**
 - EBITDA margin 9-10%
- **Strong platform for further global expansion**



A merger of two healthy companies

2008 pro forma figures

<i>NOK million</i>	Simtronics ASA	Technor AS	Combined
Sales	359,7	380,0	740,0
EBITDA	34,6	33,4	68,0
EBIT	25,5	20,7	46,2
<i>NOK million – Per 31 Dec 2008</i>			



A common market

- **Main customers:** Oil and gas, process industries, petrochemical, maritime
- **Balanced portfolio:** New projects vs maintenance/retrofit
- **Market drivers:** Oil and gas investments, regulatory changes, safety upgrades
- **Market trend:** Towards systems suppliers with engineering capabilities
- **Simtronics & Technor market strategy:**
 - Reinforce strong European positions
 - Build significant presence in Asian markets
 - Develop complete systems offerings



New organisational structure

SIMTRONICS group

Detection systems

Manufacturing:

- Oslo
- Aubagne

Extinguishing solutions & Fire prevention systems

Manufacturing:

- Kristiansand
- Hillerød

Technor group

Manufacturing:

- Stavanger
- Sauda
- Champniers
- Milan

Sales offices:

Czech Republic, Denmark, Dubai, France, Hungary, Italy, Norway, China, Poland, Republic of Korea, Russia, Singapore,

Water Mist Engineering and ETech Process to merge in Q2 2009



SIMTRONICS group

The transaction

- **Total consideration of NOK 186,9 million**
- **Share and cash settlement**
 - Share price NOK 3.00
 - Up to 63.8 million shares issued to Technor AS/HitecVision
- **Rights issue towards existing shareholders**
 - Financing cash settlement
 - Allowing shareholders to maintain position
 - Maximum of 19,3 shares in rights issue
- **HitecVision through Technor AS to become principal shareholder of Simtronics**
 - Expected shareholding minimum: 33.3%
- **Acceptable debt level (NIBD MNOK 196)**



Progress

- **Due diligence**
- **Extraordinary General Meeting**
- **Rights issue – up to 19.388.611**
- **Share issue towards Technor Holding/HitecVision**
- **Closing**



Summary

- The combined Company creates an even stronger safety product group
- Doubled sales – margins maintained
- Total consideration NOK 186,9 million
- Share and cash payment



Designed for safety – made for life

Thank you



SIMTRONICS group

Appendix

- This is HitecVision (4 next slides)

Introduction - quick facts



A leading industrial and private equity investor in the international oil and gas industry since 1985:

- Invested in/established more than 65 companies and exited over 50, including 7 IPOs
- A 20 year track record of high returns on realized investments

Currently three funds under management:

- | | | |
|------------|----------|------|
| • Fund III | 125 MUSD | 2002 |
| • Fund IV | 300 MUSD | 2006 |
| • Fund V | 816 MUSD | 2008 |

An experienced and stable team of 26 employees, of which 19 are investment professionals

Headquartered in Stavanger, offices in Aberdeen, Houston and Oslo



Fund III – Key facts

Vintage year:	2002
Committed capital:	690 MNOK
Status:	Fully invested
Gross multiple on realised investments*	6.0 x
Nine portfolio companies originally	
Eight add-on investments	
Seven full exits and two partial realisations to date	



* Gross multiple per 30.09.2008, based on International Valuation Guidelines. Unaudited figures

Fund IV – key facts

Vintage year: 2006

Committed capital: 300 MUSD

Status: Fully invested

Eight portfolio companies

Ten add on investments to date

Portfolio companies



SørcoGroup:



Fund V – key facts

Vintage year: 2008

Committed capital: MUSD 816

Status: Investing

Two portfolio companies

Blue chip investor base of leading Norwegian and international investors (institutional, fund-of-funds, pension funds, endowments, etc.)

Portfolio companies

HITEC
PRODUCTS DRILLING

Spring  Energy