

CECO ENVIRONMENTAL CORP
Form S-4/A
July 27, 2015
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As filed with the Securities and Exchange Commission on July 27, 2015

Registration No. 333-204816

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

AMENDMENT NO. 2
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CECO Environmental Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3564
(Primary Standard Industrial
Classification Code Number)
4625 Red Bank Road, Suite 200

13-2566064
(I.R.S. Employer
Identification Number)

Cincinnati, Ohio 45227

(513) 458-2600

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Jeffrey Lang

Chief Executive Officer

4625 Red Bank Road, Suite 200

Cincinnati, Ohio 45227

Telephone: (513) 458-2600

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the registration statement becomes effective and all other conditions to the proposed mergers described in the enclosed joint proxy statement/prospectus have been satisfied or waived.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

(Check one):

Large accelerated filer	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this joint proxy statement/prospectus is not complete and may be changed. CECO Environmental Corp. may not sell the securities offered by this joint proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer or sale is not permitted.

SUBJECT TO COMPLETION DATED JULY 27, 2015

4625 Red Bank Road, Suite 200

Cincinnati, Ohio 45227

**14651 North Dallas Parkway, Suite
500**

Dallas, Texas 75254

[], 2015

PROPOSED MERGERS YOUR VOTE IS VERY IMPORTANT

To the Stockholders of CECO Environmental Corp. and PMFG, Inc.:

On May 3, 2015 CECO Environmental Corp. (CECO) and PMFG, Inc. (PMFG) entered into an Agreement and Plan of Merger (the Merger Agreement) pursuant to which CECO will acquire PMFG. The Merger Agreement provides for a business combination in which (a) a wholly owned subsidiary of CECO will merge with and into PMFG (the First Merger), and (b) immediately following the First Merger, PMFG will merge with and into a separate wholly owned subsidiary of CECO (the Second Merger) and together with the First Merger, the Mergers). As a result of the Mergers, the separate corporate existence of PMFG will cease, and the wholly owned subsidiary of CECO will continue as the surviving company and a wholly owned subsidiary of CECO.

In the proposed First Merger, each issued and outstanding share of PMFG common stock, including restricted stock, will be converted into the right to receive, at the election of the holder, subject to the proration described below, either (a) \$6.85, in cash, without interest, or (b) a number of shares of CECO common stock equal to an exchange ratio that will provide shares of CECO common stock valued at \$6.85 (based on the volume weighted average trading price of CECO common stock for the 15-trading day period ending on the last trading day before the closing of the First Merger). However, the exchange ratio is subject to a collar so that there will be a maximum exchange ratio of 0.6456 share of CECO common stock for each share of PMFG common stock and a minimum exchange ratio of 0.5282 share of CECO common stock for each share of PMFG common stock. The net effect of the collar mechanism is that no further increase in the exchange ratio will be made if the volume weighted average trading price of CECO common stock is less than \$10.61, and no further decrease in the exchange ratio will be made if such volume weighted average trading price of CECO common stock is greater than \$12.97. On [], 2015, the latest practicable date before the printing of the accompanying joint proxy statement/prospectus, the closing price of CECO common stock was \$[] per share.

Elections by PMFG stockholders are subject to proration to the extent necessary to provide that \$66.2 million (or approximately 45%) of the aggregate consideration to be paid by CECO in the First Merger will be paid in cash (including approximately \$1.6 million to be paid in cash for all restricted stock units and options outstanding as of the

effective time of the First Merger) and the remaining approximately 55% of the aggregate consideration will be paid in shares of CECO common stock. The maximum number of shares of CECO common stock that will be issued in the First Merger is 7,630,000 shares. Based on the number of shares of CECO common stock and PMFG common stock and PMFG equity awards outstanding on [], 2015, and assuming the Mergers occurred on that date, PMFG stockholders would hold between []% and []%, in the aggregate, of the issued and outstanding shares of CECO common stock.

CECO common stock trades on the NASDAQ Global Select Market under the symbol CECE.

CECO will hold a special meeting (the CECO Special Meeting) of its stockholders on [], 2015 at [00:00 a/p.m.], Eastern Time, at its executive offices, 4625 Red Bank Road, Suite 200, Cincinnati, Ohio 45227. At the CECO Special Meeting, CECO s stockholders will be asked to:

1. approve the issuance of CECO common stock to PMFG stockholders in the First Merger (the Share Issuance);
2. approve an amendment to the Amended and Restated CECO Environmental Corp. 2007 Equity Incentive Plan to increase the number of shares of common stock available for issuance thereunder from 2,600,000 to 3,300,000; and
3. approve the adjournment of the CECO Special Meeting, if necessary or appropriate.

The CECO board of directors unanimously recommends that CECO stockholders vote FOR each of the proposals presented at the CECO Special Meeting.

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Concurrently with the execution of the Merger Agreement, certain significant CECO stockholders entered into a voting agreement with PMFG pursuant to which those stockholders agreed to vote all shares of CECO common stock owned by each of them **FOR** the Share Issuance. At the close of business on the record date for the CECO Special Meeting, these significant stockholders beneficially owned, in the aggregate, [3,936,506] shares of CECO common stock or approximately [15.0%] of the shares of CECO common stock outstanding on that date. These same significant stockholders have also agreed to certain restrictions on the sale of their shares of CECO common stock following the Mergers, as further described in the accompanying joint proxy statement/prospectus.

PMFG will hold a special meeting (the PMFG Special Meeting) of its stockholders on [], 2015 at [00:00 a/p.m.], Central Time, at PMFG, Inc., 14651 Dallas Parkway, Suite 500, Dallas, TX 75254. At the PMFG Special Meeting, PMFG s stockholders will be asked to:

1. adopt the Merger Agreement;
2. approve the compensation that may become payable to PMFG s named executive officers in connection with the Mergers; and
3. approve specified proposals made by the chair of the PMFG Special Meeting to adjourn the PMFG Special Meeting.

The PMFG board of directors unanimously recommends that PMFG stockholders vote FOR each of the proposals presented at the PMFG Special Meeting.

YOUR VOTE IS VERY IMPORTANT. Whether or not you plan to attend the CECO Special Meeting or the PMFG Special Meeting, as applicable, please take the time to vote over the Internet or by telephone as described in the accompanying joint proxy statement/prospectus or by completing the enclosed proxy card and mailing it in the enclosed envelope. Information about the meetings, the Mergers and the other business to be considered at the meetings is contained in the accompanying joint proxy statement/prospectus. You are urged to read the accompanying joint proxy statement/prospectus, including any documents incorporated by reference, carefully and in its entirety.

In particular, you should carefully read Risk Factors beginning on page 39 for a discussion of certain of the material risks to consider in evaluating the Merger Agreement and the Mergers and how they will affect you.

Thank you for your cooperation and continued support.

Sincerely,

Jeffrey Lang

Chief Executive Officer

Peter J. Burlage

Chairman and Chief Executive Officer

CECO Environmental Corp.

PMFG, Inc.

Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved the Merger Agreement and the Mergers described in the accompanying joint proxy statement/prospectus or the CECO common stock to be issued in the First Merger or passed upon the adequacy or accuracy of the accompanying joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

The accompanying joint proxy statement/prospectus is dated [], 2015 and is first being mailed to CECO and PMFG stockholders on or about [], 2015.

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REFERENCES TO ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about each of CECO and PMFG from documents that each company has filed with the SEC but that are not included in or delivered with this joint proxy statement/prospectus. You may read and copy any report, statement or other information that CECO and PMFG file with the SEC at the SEC's public reference room at the following location: Public Reference Room, 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. This information is available to you without charge upon your oral or written request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

CECO Environmental Corp.

4625 Red Bank Road, Suite 200

Cincinnati, Ohio 45227

Attention: Investor Relations

Telephone: (513) 458-2600

www.cecoenviro.com

All website addresses given in this joint proxy statement/prospectus are for informational purposes only and are not intended to be active links and information contained on the websites of CECO or PMFG is not incorporated by reference in, nor considered to be part of, this joint proxy statement/prospectus.

PMFG, Inc.

14651 North Dallas Parkway, Suite 500

Dallas, Texas 75254

Attention: Investor Relations

Telephone: (214) 357-6181

www.pmfginco.com

If you would like to request documents, please do so by [], 2015 in order to receive them before the meetings.

For more detailed description of the information incorporated by reference into this joint proxy statement/prospectus and how you can obtain it, please see *Where You Can Find More Information* beginning on page 223.

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NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD [], 2015

To Our Stockholders:

A special meeting of stockholders of CECO Environmental Corp., a Delaware corporation (CECO), will be held at our executive offices, 4625 Red Bank Road, Suite 200, Cincinnati, Ohio 45227 on [], 2015 at [00:00 a/p.m.], Eastern Time. The special meeting of stockholders (the CECO Special Meeting) is being held for the following purposes:

1. to approve the issuance (the Share Issuance) of CECO common stock, \$0.01 par value, to stockholders of PMFG, Inc., a Delaware corporation (PMFG), in the transactions contemplated by the Agreement and Plan of Merger, dated as of May 3, 2015 (the Merger Agreement), by and among CECO, Top Gear Acquisition Inc., a wholly owned subsidiary of CECO (Merger Sub I), Top Gear Acquisition II LLC, a separate wholly owned subsidiary of CECO (Merger Sub II) and PMFG, pursuant to which (a) Merger Sub I will merge with and into PMFG (the First Merger) and (b) immediately following the First Merger, PMFG will merge with and into Merger Sub II (the Second Merger and together with the First Merger, the Mergers) (CECO Proposal No. 1);
2. to approve an amendment to the Amended and Restated CECO Environmental Corp. 2007 Equity Incentive Plan (the Incentive Plan) to increase the number of shares of common stock available for issuance thereunder from 2,600,000 to 3,300,000, as set forth in the Second Amended and Restated CECO Environmental Corp. 2007 Equity Incentive Plan, a copy of which is attached to the accompanying joint proxy statement/prospectus as Annex D (CECO Proposal No. 2); and
3. to approve the adjournment of the CECO Special Meeting, if necessary or appropriate (CECO Proposal No. 3).

The above matters are more fully described in the accompanying joint proxy statement/prospectus of CECO and PMFG, which provides you with information about the CECO Special Meeting, the Share Issuance, the Mergers and other related matters. The accompanying joint proxy statement/prospectus also includes, as Annex A, a copy of the Merger Agreement. CECO encourages you to carefully read the accompanying joint proxy statement/prospectus in its entirety, including the annexes and the documents incorporated by reference.

Only holders of CECO common stock as of the close of business on [], 2015, which is the record date for the CECO Special Meeting, are entitled to receive notice of and to vote at the CECO Special Meeting.

We hope that as many stockholders as possible will personally attend the CECO Special Meeting. Whether or not you plan to attend the CECO Special Meeting, please complete the enclosed proxy card and sign, date and return it promptly so that your shares will be represented. You also may vote your shares over the Internet or by telephone by following the instructions included on the proxy card. Submitting your proxy in writing, over the Internet or by telephone will not prevent you from voting in person at the CECO Special Meeting. The affirmative vote of a majority of the votes present, in person or by proxy, and entitled to vote at the CECO Special Meeting will be required (a) to approve the Share Issuance, (b) the amendment to the Incentive Plan to increase the number of shares of common stock available for issuance thereunder from 2,600,000 to 3,300,000, and (c) to approve the adjournment of the CECO Special Meeting, if necessary or appropriate. **The CECO board of directors unanimously recommends that CECO stockholders vote FOR each of the proposals presented at the CECO Special Meeting.**

By Order of the CECO Board of Directors,

Jeffrey Lang
Chief Executive Officer

STOCKHOLDERS WHO CANNOT ATTEND IN PERSON ARE REQUESTED TO VOTE

AS PROMPTLY AS POSSIBLE

[], 2015

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NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD [], 2015

To Our Stockholders:

A special meeting of stockholders of PMFG, Inc. (PMFG) will be held at PMFG, Inc., 14651 Dallas Parkway, Suite 500, Dallas, TX 75254 on [], 2015 at [00:00 a/p.m.], Central Time. The special meeting of stockholders (the PMFG Special Meeting) is being held for the following purposes:

1. to adopt the Agreement and Plan of Merger, dated as of May 3, 2015 (the Merger Agreement), by and among PMFG, CECO Environmental Corp. (CECO), Top Gear Acquisition Inc., a wholly owned subsidiary of CECO (Merger Sub I), and Top Gear Acquisition II LLC, a separate wholly owned subsidiary of CECO (Merger Sub II), pursuant to which (a) Merger Sub I will merge with and into PMFG (the First Merger) and (b) immediately following the First Merger, PMFG will merge with and into Merger Sub II (the Second Merger) and together with the First Merger, the Mergers) (PMFG Proposal No. 1);
2. to approve the compensation that may become payable to PMFG s named executive officers in connection with the Mergers (PMFG Proposal No. 2); and
3. to approve any proposal made by the chair of the PMFG Special Meeting to adjourn the PMFG Special Meeting (PMFG Proposal No. 3).

The above matters are more fully described in the accompanying joint proxy statement/prospectus of PMFG and CECO, which provides you with information about PMFG, CECO, the Mergers, documents related to the Mergers, the Share Issuance, the PMFG Special Meeting and other related matters. The accompanying joint proxy statement/prospectus also includes, as Annex A, a copy of the Merger Agreement. PMFG encourages you to carefully read the accompanying joint proxy statement/prospectus in its entirety, including the annexes and the documents incorporated by reference.

Only holders of PMFG common stock as of the close of business on [], 2015, which is the record date for the PMFG Special Meeting, are entitled to receive notice of and to vote at the PMFG Special Meeting.

We hope that as many stockholders as possible will personally attend the PMFG Special Meeting. Whether or not you plan to attend the PMFG Special Meeting, please complete the enclosed proxy card and sign, date and return it promptly so that your shares will be represented. You also may vote your shares over the Internet or by telephone by following the instructions included on the proxy card. Submitting your proxy in writing, over the Internet or by telephone will not prevent you from voting in person at the PMFG Special Meeting.

Adoption of the Merger Agreement requires the affirmative vote of the holders of a majority of the shares of PMFG common stock outstanding as of the close of business on the record date for the PMFG Special Meeting. The affirmative vote of a majority of the votes present, in person or by proxy, and entitled to vote at the PMFG Special Meeting will be required (a) to approve the compensation that may become payable to PMFG s named executive officers in connection with the Mergers and (b) to approve any proposal made by the chair of the PMFG Special Meeting to adjourn the PMFG Special Meeting. Because the compensation vote is advisory, it will not be binding on PMFG, and failure to receive the vote required for approval will not change PMFG s obligations to pay the merger-related compensation. **The PMFG board of directors unanimously recommends that PMFG stockholders**

vote FOR each of the proposals presented at the PMFG Special Meeting.

By Order of the PMFG Board of Directors,

Peter Burlage

Chairman and Chief Executive Officer

STOCKHOLDERS WHO CANNOT ATTEND IN PERSON ARE REQUESTED TO VOTE

AS PROMPTLY AS POSSIBLE

[], 2015

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CERTAIN DEFINED TERMS USED IN THIS JOINT PROXY STATEMENT/PROSPECTUS

Certificate of Merger	Certificate of merger satisfying the applicable requirements of the Delaware General Corporation Law, to be filed in connection with the First Merger
Cash Consideration	The consideration payable in cash in respect of a share of PMFG common stock in an amount equal to \$6.85. Subject to the proration provisions discussed in this joint proxy statement/prospectus, at the Effective Time of the First Merger, each share of PMFG common stock for which the holder has elected to receive the Cash Consideration will be converted into the right to receive the Cash Consideration
CECO	CECO Environmental Corp., a Delaware corporation
CECO Average Trading Price	The volume weighted average trading price of a share of CECO common stock on NASDAQ for the 15 consecutive trading days ending on the trading day immediately preceding the closing date of the First Merger, as calculated by Bloomberg Financial LP under the function VWAP
CECO Board	The board of directors of CECO
Code	The Internal Revenue Code of 1986, as amended
Commitment Letter	The Commitment Letter, dated May 3, 2015, from Bank of America, N.A. and Merrill Lynch, Pierce, Fenner & Smith Incorporated to CECO
Confidentiality Agreement	The Mutual Confidentiality Agreement, dated as of November 6, 2013, between Peerless Mfg. Co., a subsidiary of PMFG, and CECO
DOJ	U.S. Department of Justice
DGCL	Delaware General Corporation Law
Dissenting Shares	Shares of PMFG common stock issued and outstanding immediately prior to the Effective Time that are held by any holder who has not voted

in favor of the Mergers and who is entitled, pursuant to Section 262 of the DGCL, to demand and properly demands appraisal of those shares

DLLCA

Delaware Limited Liability Company Act

Effective Time

The time at which the Certificate of Merger is filed with the State of Delaware in connection with the First Merger, or such other time specified by mutual agreement of the parties to the Merger Agreement

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Election Deadline	The deadline for each PMFG stockholder to submit an election choosing the form of Merger Consideration that PMFG stockholder elects to receive in the First Merger in respect of the shares of PMFG common stock held by that stockholder. Unless otherwise agreed by CECO and PMFG, the Election Deadline is 5:00 p.m., Eastern Time, on [], 2015
Exchange Act	Securities Exchange Act of 1934, as amended
Exchange Ratio	The ratio that will be used to determine the number of shares of CECO common stock to be issued in respect of a share of PMFG common stock that will comprise the Stock Consideration. The Exchange Ratio will be determined by dividing (a) \$6.85 by (b) the CECO Average Trading Price. The Exchange Ratio is subject to a collar, meaning that the Exchange Ratio will not be less than 0.5282 share of CECO common stock for each share of PMFG common stock, and will not be greater than 0.6456 share of CECO common stock for each share of PMFG common stock
First Merger	The merger of Merger Sub I with and into PMFG, with PMFG surviving the merger as a direct wholly owned subsidiary of CECO
FTC	The Federal Trade Commission
HSR Act	The Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended
Incentive Plan	CECO's 2007 Equity Incentive Plan, as amended and restated from time to time
Lock-Up Agreements	The Lock-Up Agreements, dated May 3, 2015, delivered to PMFG by each of Jason DeZwirek and Icarus Investment Corp., which will become effective upon the closing of the First Merger
Merger Agreement	Agreement and Plan of Merger, dated as of May 3, 2015, as it may be amended from time to time, by and among CECO, PMFG, Merger Sub I and Merger Sub II
Merger Consideration	With respect to a given share of PMFG common stock, the right to receive either the Cash Consideration or the Stock Consideration

Merger Sub I	Top Gear Acquisition Inc., a Delaware corporation and a wholly owned direct subsidiary of CECO
Merger Sub II	Top Gear Acquisition II LLC, a Delaware limited liability company and a wholly owned direct subsidiary of CECO
Merger Subs	Merger Sub I and Merger Sub II
Mergers	First Merger and Second Merger, collectively

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Met-Pro	Met-Pro Corporation, a Pennsylvania corporation CECO acquired on August 27, 2013
NASDAQ	The Nasdaq Global Select Market
PMFG	PMFG, Inc., a Delaware corporation
PMFG Board	The board of directors of PMFG
PMFG Options	Options to acquire shares of PMFG common stock
PMFG RSUs	Restricted stock units for shares of PMFG common stock
SEC	U.S. Securities and Exchange Commission
Second Merger	The merger of PMFG (as the surviving entity of the First Merger) with and into Merger Sub II, with Merger Sub II surviving the merger as a wholly owned direct subsidiary of CECO
Securities Act	The Securities Act of 1933, as amended
Share Issuance	The issuance of shares of CECO common stock to PMFG stockholders as the aggregate Stock Consideration in the First Merger
Stock Consideration	The consideration payable in respect of a share of PMFG common stock that will be payable in shares of CECO common stock, which consideration will consist of a number of shares of CECO common stock equal to the Exchange Ratio, plus cash (without interest) in lieu of any fractional share of CECO common stock that would otherwise be issued. Subject to the proration provisions discussed in this joint proxy statement/prospectus, at the Effective Time of the First Merger, each share of PMFG common stock for which the holder has elected to receive Stock Consideration will be converted into the right to receive the Stock Consideration.
Voting Agreement	The Voting Agreement, dated May 3, 2015, as it may be amended from time to time, by and among PMFG, Jason DeZwirek and Icarus

Investment Corp.

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QUESTIONS AND ANSWERS ABOUT THE CECO SPECIAL MEETING

The CECO Board is soliciting proxies from its stockholders to vote at a special meeting of CECO stockholders, to be held at [] (Eastern Time), on [], 2015 at CECO's executive offices, located at 4625 Red Bank Road, Suite 200, Cincinnati, OH 45227 (the CECO Special Meeting), and any adjournment of the CECO Special Meeting, if necessary or appropriate.

The questions and answers below highlight selected information from this joint proxy statement/prospectus and are intended to briefly address some commonly asked questions about, among other things, (a) the Merger Agreement, the Merger Consideration and the Share Issuance, (b) the First Merger, pursuant to which the separate corporate existence of Merger Sub I will cease and PMFG will survive the First Merger as a wholly owned subsidiary of CECO, (c) the Second Merger, pursuant to which the separate corporate existence of PMFG will cease and Merger Sub II will survive the Second Merger as a wholly owned subsidiary of CECO, and (d) the CECO Special Meeting, where the stockholders of CECO will be asked to consider and vote on the approval of the Share Issuance and related matters.

The following questions and answers do not contain all of the information that is important to you. You should carefully read this joint proxy statement/prospectus in its entirety, including the annexes and the documents incorporated by reference, to fully understand the matters to be acted upon and the voting procedures for the CECO Special Meeting. You may obtain the information incorporated by reference into this joint proxy statement/prospectus without charge by following the instructions under *Where You Can Find More Information* beginning on page 223.

For certain questions and answers about the PMFG Special Meeting, see *Questions and Answers About the Mergers and the PMFG Special Meeting* beginning on page 13.

Q. Why have I received this joint proxy statement/prospectus?

- A.** You are receiving this joint proxy statement/prospectus because you were a stockholder of CECO as of the close of business on the record date for the CECO Special Meeting. On May 3, 2015, the CECO Board and PMFG Board each approved the Merger Agreement, providing for PMFG to be acquired by CECO. A copy of the Merger Agreement is attached to this joint proxy statement/prospectus as Annex A, which CECO encourages you to review.

In order to consummate the Mergers, CECO stockholders must approve the issuance of shares of CECO common stock, or the Share Issuance, as part of the consideration for the Mergers. Approval of the Share Issuance requires the affirmative vote of the holders of a majority of the shares present, in person or by proxy, and entitled to vote at the CECO Special Meeting. The CECO Board has designated Jonathan Pollack and Jason DeZwirek as proxies, who will vote the shares represented by proxies at the CECO Special Meeting in the manner indicated by the proxies.

This joint proxy statement/prospectus is being delivered to you as a proxy statement because the CECO Board and the PMFG Board are soliciting proxies from their respective stockholders. The CECO Board is soliciting proxies from its stockholders to vote on the approval of the Share Issuance, as well as the other matters set forth in the notice of the CECO Special Meeting and described in this joint proxy statement/prospectus, and your proxy will be used at the CECO Special Meeting or at any adjournment thereof. It is a prospectus because CECO will issue CECO common stock to PMFG stockholders in connection with the First Merger. On or about [], 2015, CECO began to deliver printed versions of these materials to its stockholders as of the close of business on the record date for the CECO Special Meeting, [], 2015.

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Q. What are the specific proposals on which I am asked to vote at the CECO Special Meeting?

A. CECO stockholders are being asked to approve three proposals at the CECO Special Meeting:

first, CECO stockholders are being asked to approve the Share Issuance, as contemplated by the Merger Agreement, a copy of which is attached to this joint proxy statement/prospectus as Annex A (CECO Proposal No. 1);

second, CECO stockholders are being asked to approve an amendment to the Incentive Plan to increase the number of shares of common stock available for issuance thereunder from 2,600,000 to 3,300,000, as set forth in the Second Amended and Restated CECO Environmental Corp. 2007 Equity Incentive Plan, a copy of which is attached to this joint proxy statement/prospectus as CECO Environmental Corp. Annex D (CECO Proposal No. 2); and

finally, CECO stockholders are being asked to approve the adjournment of the CECO Special Meeting, if necessary or appropriate (CECO Proposal No. 3).

Q. How many votes are required to approve each proposal?

A. CECO Proposal Nos. 1, 2 and 3 each require the affirmative vote of the holders of a majority of the shares present, in person or by proxy, and entitled to vote at the CECO Special Meeting.

Q. When and where is the CECO Special Meeting?

A. The CECO Special Meeting will be held at [] (Eastern Time), on [], 2015 at CECO s executive offices, located at 4625 Red Bank Road, Suite 200, Cincinnati, Ohio 45227. For additional information about the CECO Special Meeting, see *The CECO Special Meeting* beginning on page 62.

Q. What is a quorum?

A. Holders of a majority of the outstanding shares of CECO common stock entitled to vote must be present, in person or by proxy, at the CECO Special Meeting to constitute a quorum and to conduct business at the CECO Special Meeting. Your shares are counted as present if you attend the CECO Special Meeting in person or properly vote over the Internet, by telephone, or by submitting a properly executed proxy card by mail. As of [], 2015, the record date for the CECO Special Meeting, [] shares of CECO s common stock were outstanding. Abstentions will be counted as present for the purpose of determining a quorum. If you do not provide voting instructions to your broker or other nominee, your shares of CECO common stock will not be voted at the meeting. In the event that a quorum is not present at the CECO Special Meeting, CECO expects that the CECO

Special Meeting will be adjourned to solicit additional proxies.

Q. Who can vote at the CECO Special Meeting?

A. Holders of CECO common stock of record at the close of business on the record date for the CECO Special Meeting, [], 2015, will be entitled to notice of and to vote at the CECO Special Meeting.

As of the record date for the CECO Special Meeting, there were [] shares of CECO common stock outstanding and entitled to vote at the CECO Special Meeting, held by approximately [] holders of record.

A complete list of stockholders entitled to vote at the CECO Special Meeting will be available for examination by any stockholder at CECO's corporate headquarters, 4625 Red Bank Road, Suite 200, Cincinnati, Ohio 45227, during normal business hours for a period of ten days before the CECO Special Meeting and at the time and place of the CECO Special Meeting.

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Q. What is the difference between a stockholder of record and a beneficial holder of shares?

- A. If your shares are registered directly in your name with CECO's transfer agent, American Stock Transfer & Trust Company, LLC, you are considered a stockholder of record with respect to those shares. If this is the case, the stockholder proxy materials have been sent or provided directly to you by CECO.

If you hold your CECO common stock in street name through a bank, brokerage firm or other nominee, you should instruct such bank, brokerage firm or other nominee what election to make on your behalf by carefully following the instructions that you will receive from your bank, brokerage firm or other nominee. An election will not be made on your behalf absent your instructions. You may be subject to an earlier deadline for making your election. Please contact your bank, brokerage firm or other nominee with any questions.

Q. How many votes do I have if I am a CECO stockholder?

- A. Each share of CECO common stock that you own at the close of business on the record date will entitle you to one vote on each proposal presented at the CECO Special Meeting.

Q. If I am a CECO stockholder, what happens if I abstain from voting?

- A. Approval of the proposals relating to the Share Issuance, amendment to the Incentive Plan and possible adjournment of the CECO Special Meeting requires the affirmative vote of the holders of a majority of the shares present, in person or by proxy, and entitled to vote at the CECO Special Meeting (assuming a quorum of stockholders is represented in person or by proxy). Abstentions will have the same effect as a vote AGAINST these proposals. (CECO Proposals Nos. 1, 2 and 3).

Q. Is approval of the amendment of the Incentive Plan required to complete the Mergers?

- A. No. However, the CECO Board has made the proposed amendment of the Incentive Plan contingent upon closing of the First Merger. If the First Merger is not completed, then the proposed amendment of the Incentive Plan will not be implemented, even if approved by CECO's stockholders.

Q. Who can attend the CECO Special Meeting?

- A. Stockholders eligible to vote at the CECO Special Meeting, or their duly authorized proxies, may attend the CECO Special Meeting. If you choose to attend the CECO Special Meeting, please bring photo identification. If you hold shares in street name (through a broker, bank, or other nominee) and wish to attend the CECO Special Meeting, you can vote at the CECO Special Meeting only if you have a valid proxy from your banker or broker confirming your beneficial ownership of shares of CECO common stock as of the record date and your authority to vote such shares.

Regardless of whether you intend to attend the CECO Special Meeting, you are encouraged to vote your shares of CECO common stock as promptly as possible. Voting your shares will not impact your ability to attend the CECO Special Meeting.

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Q. How do I vote my shares?

- A. If you are a CECO stockholder entitled to vote at the CECO Special Meeting, you may vote over the Internet, by telephone, by mail or in person at the CECO Special Meeting. All votes, other than votes made in person at the CECO Special Meeting, must be received by 11:59 p.m., Eastern Time, on [], 2015:

Over the Internet or by Telephone. To vote over the Internet or by telephone, please follow the instructions included on your proxy card. If you vote over the Internet or by telephone, you do not need to complete and mail a proxy card.

Mail. By signing the proxy card and returning it in the enclosed prepaid and addressed envelope, you are authorizing the individuals named on the proxy card to vote your shares at the CECO Special Meeting in the manner you indicate. CECO and PMFG encourage you to sign and return the proxy card even if you plan to attend the CECO Special Meeting so that your shares will be voted if you are ultimately unable to attend the CECO Special Meeting.

In Person. If your shares are registered directly in your name, you have the right to vote in person at the CECO Special Meeting. If you attend the CECO Special Meeting and plan to vote in person, CECO will provide you with a ballot at the CECO Special Meeting.

Q. How do I vote my shares of CECO common stock that are held in street name by a brokerage firm, bank or other nominee?

- A. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial holder of the shares held for you in what is known as street name. If this is the case, the proxy materials have been forwarded to you by your brokerage firm, bank or other nominee, which is considered the stockholder of record with respect to these shares. Please refer to the information forwarded to you by your bank, broker or other holder of record to see what you must do to vote your shares.

Q. Can I change my vote after I have delivered my proxy?

- A. Yes. Stockholders of CECO who execute proxies for the CECO Special Meeting retain the right to revoke them at any time before the shares are voted at the CECO Special Meeting.

To revoke your proxy, you must either:

deliver a signed statement to CECO's Corporate Secretary at or prior to the CECO Special Meeting;

timely execute and deliver, by Internet, telephone, mail or in person at the CECO Special Meeting, another proxy dated as of a later date; or

attend the CECO Special Meeting and vote in person.

Attendance at the CECO Special Meeting, however, will not automatically revoke any proxy that you have given previously unless you request a ballot and vote in person. If you hold shares through a bank or brokerage firm, you must contact the bank or brokerage firm to revoke any prior voting instructions.

Q. What if I receive more than one proxy card?

A. If you receive more than one proxy card, it is an indication that your shares are held in multiple accounts. Please sign and return all proxy cards to ensure that all of your shares are voted.

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Q. What if I do not specify a choice for a matter when returning a proxy?

- A. Stockholders should specify their choice for each matter on the enclosed proxy. If no specific instructions are given, proxies that are signed and returned will be voted:

FOR the proposal to approve of the Share Issuance (CECO Proposal No. 1); and

FOR the proposal to approve an amendment the Incentive Plan to increase the number of shares of common stock available for issuance thereunder from 2,600,000 to 3,300,000 (CECO Proposal No. 2); and

FOR the proposal to approve of the adjournment of the CECO Special Meeting, if necessary or appropriate (CECO Proposal No. 3).

Q. As a CECO stockholder, am I eligible to receive appraisal rights for the CECO Special Meeting or the Mergers?

- A. No. Appraisal rights are not available to CECO stockholder for the CECO Special Meeting or the Mergers.

Q. Who can help answer my questions?

- A. If you are a CECO stockholder and have any questions about the Mergers, the CECO Special Meeting or how to submit your proxy, or if you need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact:

Georgeson Inc.

480 Washington Blvd., 26th Floor

Jersey City, NJ 07310

Banks, Brokers and Shareholders

Call Toll-Free (888) 293-6908

Or Contact via E-mail at:

cecoenvironmental@georgeson.com

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QUESTIONS AND ANSWERS ABOUT THE MERGERS AND THE PMFG SPECIAL MEETING

The PMFG Board is soliciting proxies from its stockholders to vote at a special meeting of PMFG stockholders, to be held at [] (Central Time), on [], 2015 at PMFG, Inc., 14651 Dallas Parkway, Suite 500, Dallas, TX 75254 (the PMFG Special Meeting), and any adjournment of the PMFG Special Meeting.

The questions and answers below highlight selected information from this joint proxy statement/prospectus and are intended to briefly address some commonly asked questions about, among other things, (a) the Merger Agreement, the Merger Consideration and the Share Issuance, (b) the First Merger, pursuant to which the separate corporate existence of Merger Sub I will cease and PMFG will survive the First Merger as a wholly owned subsidiary of CECO, (c) the Second Merger, pursuant to which the separate corporate existence of PMFG will cease and Merger Sub II will survive the Second Merger as a wholly owned subsidiary of CECO, and (d) the PMFG Special Meeting, where the stockholders of PMFG will be asked to consider and vote on the adoption of the Merger Agreement and related transactions.

The following questions and answers do not contain all of the information that is important to you. You should carefully read this joint proxy statement/prospectus in its entirety, including the annexes and the documents incorporated by reference, to fully understand the matters to be acted upon and the voting procedures for the PMFG Special Meeting. You may obtain the information incorporated by reference into this joint proxy statement/prospectus without charge by following the instructions under *Where You Can Find More Information* beginning on page 223.

For certain questions and answers about the CECO Special Meeting, see *Questions and Answers about the CECO Special Meeting* beginning on page 8.

Q. Why have I received this joint proxy statement/prospectus?

- A.** You are receiving this joint proxy statement/prospectus because you were a stockholder of PMFG as of the close of business on the record date for the PMFG Special Meeting. On May 3, 2015, the CECO Board and PMFG Board each approved the Merger Agreement, providing for PMFG to be acquired by CECO. A copy of the Merger Agreement is attached to this joint proxy statement/prospectus as Annex A, which CECO and PMFG encourage you to review.

In order to consummate the Mergers, PMFG stockholders must vote to adopt the Merger Agreement. Adoption of the Merger Agreement requires the approval of the holders of a majority of the outstanding shares of PMFG common stock entitled to vote on such matter. The PMFG Board has designated Peter Burlage and Ronald McCrummen (or their respective designees) as proxies who will vote the shares represented by proxies at the PMFG Special Meeting in the manner indicates by the proxies.

This joint proxy statement/prospectus is being delivered to you as both as a proxy statement of PMFG and a prospectus of CECO. It is a proxy statement because the PMFG Board is soliciting proxies from you to vote on the adoption of the Merger Agreement at the PMFG Special Meeting as well as the other matters set forth in the notice of the PMFG Special Meeting and described in this joint proxy statement/prospectus, and your proxy will be used at the PMFG Special Meeting or at any adjournment thereof. It is a prospectus because CECO will issue CECO common stock to PMFG stockholders in connection with the First Merger. On or about [], 2015, PMFG began to deliver printed versions of these materials to its stockholders as of the close of business on the record date for the PMFG Special Meeting, [], 2015.

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Q. What are the specific proposals on which I am asked to vote at the PMFG Special Meeting?

A. PMFG stockholders are being asked to approve three proposals at the PMFG Special Meeting:

first, PMFG stockholders are being asked to approve a proposal to adopt the Merger Agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus (PMFG Proposal No. 1);

second, PMFG stockholders are being asked to approve the compensation that may become payable to PMFG's named executive officers in connection with the Mergers (PMFG Proposal No. 2). Because the vote is advisory, it will not be binding on PMFG, and failure to receive the vote required for approval will not change PMFG's obligations to pay the merger-related compensation; and

finally, PMFG stockholders are being asked to approve any proposal made by the chair of the PMFG Special Meeting to adjourn the PMFG Special Meeting (PMFG Proposal No. 3).

Q. How many votes are required to approve each proposal?

A. PMFG Proposal No. 1 requires the affirmative vote of the holders of a majority of the shares of PMFG common stock outstanding as of the close of business on the record date for the PMFG Special Meeting. PMFG Proposal Nos. 2 and 3 require the affirmative vote of the holders of a majority of the shares present, in person or by proxy, and entitled to vote at the PMFG Special Meeting.

The vote on Proposal No. 2 is advisory and is not binding on PMFG.

Q. What will I receive if the Mergers are completed?

A. Upon completion of the First Merger, each share of PMFG common stock issued and outstanding immediately prior to the completion of the First Merger will be converted into the right to receive, at your election, subject to proration:

the Cash Consideration of \$6.85, without interest; **or**

the Stock Consideration, which will consist of a number of shares of CECO common stock equal to the Exchange Ratio, plus cash (without interest) in lieu of any fractional share of CECO common stock that would otherwise be issued.

The Merger Agreement provides that \$66.2 million (or approximately 45%) of the aggregate consideration that will be paid by CECO will be paid in cash. In addition, PMFG Options and PMFG RSUs will be settled for approximately

\$1.6 million in cash from the \$66.2 million of the aggregate consideration paid in cash. The remaining approximately 55% of the aggregate consideration will be paid in shares of CECO common stock. As such, if PMFG stockholders make a cash election or a stock election, the form of Merger Consideration they actually receive may be adjusted according to the proration procedures contained in the Merger Agreement.

PMFG stockholders who fail to make a valid election for any reason by the Election Deadline, which is 5:00 p.m. Eastern Time, on [], 2015 will be deemed to have made a non-election and will have no control over the form of Merger Consideration they will receive in exchange for their shares of PMFG common stock. The form of Merger Consideration that these non-electing stockholders receive will depend on which form of Merger Consideration is oversubscribed or undersubscribed.

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Q. What is the deadline for making an election?

- A. To be properly made, your election must be received by American Stock Transfer & Trust Company, LLC (the Exchange Agent), at its designated office, by the Election Deadline, which is 5:00 p.m. Eastern Time on [], 2015. In the event that the expected Election Deadline changes, CECO and PMFG will announce the revised date in a press release, on their respective websites and in filings with the SEC. You may also obtain up-to-date information regarding the Election Deadline by calling Georeson Inc. at (888) 505-9118.

Q. How do I make an election for the form of Merger Consideration that I prefer?

- A. PMFG stockholders should carefully review and follow the instructions in the form of election and other appropriate and customary transmitted materials, which are being mailed concurrently with this joint proxy statement/prospectus. Each PMFG stockholder may specify in the form of election the number of shares of PMFG common stock that the stockholder elects to be converted in the First Merger into the right to receive (a) the Cash Consideration of \$6.85 per share, without interest, and/or (b) the Stock Consideration. In this joint proxy statement/prospectus, we refer to an election to receive the Cash Consideration as a cash election and an election to receive the Stock Consideration as a stock election. A PMFG stockholder who submits a form of election is not required to elect the same form of Merger Consideration for all of his, her or its shares. The form of election allows a stockholder to make a cash election for some of his, her or its shares of PMFG common stock and a stock election for the remaining shares.

PMFG stockholders who fail to make a valid election for any reason by the Election Deadline, which is 5:00 p.m., Eastern Time, on [], 2015, will be deemed to have made a non-election and will have no control over the form of Merger Consideration that they receive. Instead, the form of Merger Consideration they receive will depend on which form of Merger Consideration is oversubscribed or undersubscribed.

Q. How do I make an election if my shares of PMFG common stock are held in street name by my bank, brokerage firm or other nominee?

- A. If you hold your PMFG common stock in street name through a bank, brokerage firm or other nominee, you should instruct such bank, brokerage firm or other nominee what election to make on your behalf by carefully following the instructions that you will receive from your bank, brokerage firm or other nominee. An election will not be made on your behalf absent your instructions. You may be subject to an earlier deadline for making your election. Please contact your bank, brokerage firm or other nominee with any questions.

Q. Can I change my election after the form of election has been submitted?

- A. Yes. You may revoke or change your election at or prior to the Election Deadline by submitting a written notice of revocation or change to the Exchange Agent or by submitting new election materials. Revocations must specify the name in which your shares are registered on the share transfer books of PMFG and any other information that the Exchange Agent may request. If you wish to submit a new election, you must do so in

accordance with the election procedures described in this joint proxy statement/prospectus and the form of election. If you instructed a bank, brokerage firm or other nominee holder to submit an election for your shares, you must follow your bank's, brokerage firm's or other nominee's directions for changing those instructions. The notice of revocation must be received by the Exchange Agent at or prior to the Election Deadline in order for the revocation or new election to be valid. All cash and stock elections will automatically be revoked and CECO will instruct the Exchange Agent to return all shares of PMFG common stock submitted or transferred to the Exchange Agent, if the Merger Agreement is terminated.

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Q. Am I guaranteed to receive what I ask for on the form of election?

- A. No. Your election is subject to proration, adjustment and certain limitations as set forth in the Merger Agreement and described in this joint proxy statement/prospectus. If you make a stock election and the Stock Consideration is oversubscribed, then some of your shares of PMFG common stock will be converted into the right to receive the Cash Consideration instead. Similarly, if you make a cash election and the Cash Consideration is oversubscribed, then some of your shares of PMFG common stock will be converted in the First Merger into the right to receive the Stock Consideration instead. Accordingly, you may not receive exactly the form of Merger Consolidation you elect to receive. You instead may receive a mix of the Cash Consideration and the Stock Consideration calculated based on (a) the number of shares of PMFG common stock making each type of election and (b) the requirements under the Merger Agreement that (1) \$66.2 million (or approximately 45%) of the aggregate consideration that will be paid by CECO will be paid in cash, (2) PMFG Options and PMFG RSUs will be settled for approximately \$1.6 million in cash from the \$66.2 million of the aggregate consideration paid in cash and (3) the remaining approximately 55% of the aggregate consideration will be paid in shares of CECO common stock.

Q. What happens if I do not send a form of election or it is not received by the Election Deadline?

- A. If the Exchange Agent does not receive a properly completed form of election from you at or prior to the Election Deadline (together with any stock certificates or evidence of shares in book-entry form representing the shares of PMFG common stock covered by your election or a guarantee of delivery as described in the form of election), then you will be deemed to have made a non-election with respect to your shares of PMFG common stock. As such, the form of Merger Consideration you receive will depend on which form of Merger Consideration is oversubscribed or undersubscribed. **PMFG stockholders bear the risk of delivery of all the materials that they are required to submit to the Exchange Agent in order to properly make an election.**

Q. How do I calculate the value of the Stock Consideration?

- A. Subject to the collar described below, the Stock Consideration payable in respect of each share of PMFG common stock will consist of a number of shares of CECO common stock equal to the Exchange Ratio, plus cash (without interest) in lieu of any fractional share of CECO common stock that would otherwise be issued. For a more detailed discussion of the value of the Stock Consideration, please see *The Mergers Merger Consideration* beginning on page 132.

Q. May I transfer shares of PMFG common stock after making an election?

- A. Yes. However, after making an election, any transfer of your shares of PMFG common stock will automatically revoke that election. If the shares are transferred after the Election Deadline at 5:00 p.m. Eastern Time, on [], 2015 no new election may be made. PMFG stockholders who fail to make a valid election for any reason will be deemed to have made a non-election and will have no control over the form of Merger Consideration they will receive in exchange for their shares of PMFG common stock. The form of Merger Consideration that these

non-electing stockholders receive will depend on which form of Merger Consideration is oversubscribed or undersubscribed.

Q. May PMFG stockholders submit a form of election even if they do not vote to adopt the Merger Agreement and approve the transactions contemplated thereby, including the First Merger?

A. Yes. PMFG stockholders may submit a form of election even if they fail to vote, abstain, or vote against adoption of the Merger Agreement.

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Q. When can I expect to receive the Merger Consideration?

- A. After the closing of the First Merger, provided the Exchange Agent has received your properly completed form of election (together with any stock certificates or evidence of shares in book-entry form representing the shares of PMFG common stock covered by your election or a guarantee of delivery as described in the form of election), you will receive from the Exchange Agent the Cash Consideration and/or Stock Consideration to which you are entitled within ten business days after such closing.

For stockholders who did not properly complete a form of election, PMFG will mail a letter of transmittal and instructions for surrendering certificated or book-entry shares. The mailing will commence no more than five business days after the Effective Time. Following the delivery of the letter of transmittal and all of the outstanding shares of the stockholder, the stockholder will receive, within ten business days, the Merger Consideration available (consisting of Cash Consideration, Stock Consideration or a combination of Cash Consideration and Stock Consideration) after CECO gives effect to all of the properly completed elections of other stockholders.

Q. What happens if I am eligible to receive a fraction of a share of CECO common stock as part of the Stock Consideration?

- A. If you receive the Stock Consideration, whether by election or due to proration, you will only receive whole shares of CECO common stock. If the aggregate number of shares of CECO common stock that you are entitled to receive as part of the Stock Consideration includes a fraction of a share of CECO common stock, you will receive cash in lieu of that fractional share. See *The Merger Agreement Consideration to Be Received in the Mergers* beginning on page 155.

Q. Where will the CECO common stock that I may elect to receive in the Mergers be traded?

- A. The new shares of CECO common stock issued in the First Merger will be listed and tradable on NASDAQ. CECO common stock is traded on NASDAQ under the symbol CECE.

See *The Mergers PMFG Board's Reasons for the Mergers and Recommendation of the PMFG Board* beginning on page 110.

Q. When are the Mergers expected to be consummated?

- A. CECO and PMFG are working toward consummating the Mergers as expeditiously as possible and currently expect the Mergers to be consummated in the third quarter of 2015. However, CECO and PMFG cannot be certain when, or if, the conditions to the Mergers will be satisfied or waived, or that the Mergers will be consummated.

As more fully described in this joint proxy statement/prospectus and in the Merger Agreement, the completion of the Mergers depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others, the adoption of the Merger Agreement by the holders of a majority of the outstanding shares of

PMFG common stock entitled to vote on such matter, the expiration or termination of the applicable waiting period under the HSR Act (which occurred on June 12, 2015), the effectiveness of the registration statement (of which this joint proxy statement/prospectus is a part) relating to the Share Issuance, and the absence of any law or regulation that prohibits the completion of the Mergers.

Each party's obligation to consummate the Mergers is also subject to the material accuracy of the representations and warranties of the other party in the Merger Agreement, compliance in all material respects with covenants of the other party in the Merger Agreement, and the absence of a material adverse effect (as defined in the Merger Agreement) on the other party. Further, while the Merger Agreement does not include a financing condition, PMFG cannot seek specific performance to consummate the Mergers unless and until the debt financing contemplated in the Commitment Letter provided at signing by CECO, or an alternative financing, is available.

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Q. Are there risks associated with the Mergers that I should consider in deciding how to vote?

A. Yes. There are a number of risks related to the Mergers and the other transactions contemplated by the Merger Agreement that are discussed in this joint proxy statement/prospectus and in the documents incorporated by reference or referred to in this joint proxy statement/prospectus. Please read with particular care the detailed description of the risks described in *Risk Factors* beginning on page 39 and in CECO's and PMFG's respective filings with the SEC referred to in *Where You Can Find More Information* beginning on page 223.

Q. When and where is the PMFG Special Meeting?

A. The PMFG Special Meeting will be held at [] (Central Time), on [], 2015 at PMFG, Inc., 14651 Dallas Parkway, Suite 500, Dallas, TX 75254. For additional information about the PMFG Special Meeting, see *The PMFG Special Meeting* beginning on page 75.

Q. What is a quorum?

A. Holders of a majority of the outstanding shares of PMFG common stock entitled to vote must be present, in person or by proxy, at the PMFG Special Meeting to constitute a quorum and to conduct business at the PMFG Special Meeting. Your shares are counted as present if you attend the PMFG Special Meeting in person or properly vote over the Internet, by telephone or by submitting a properly executed proxy card by mail. As of [], 2015, the record date for the PMFG Special Meeting, [] shares of CECO's common stock were outstanding. Abstentions will be counted as present for the purpose of determining a quorum. In the event that a quorum is not present at the PMFG Special Meeting, PMFG expects that the PMFG Special Meeting will be adjourned to solicit additional proxies.

Q. Who can vote at the PMFG Special Meeting?

A. Holders of PMFG common stock of record at the close of business on the record date for the PMFG Special Meeting, [], 2015, will be entitled to notice of and to vote at the PMFG Special Meeting. As of the record date for the PMFG Special Meeting, there were [] shares of PMFG common stock outstanding and entitled to vote at the PMFG Special Meeting, held by approximately [] holders of record.

Q. How many votes do I have if I am a PMFG stockholder?

A. Each share of PMFG common stock that you own at the close of business on the record date will entitle you to one vote on each proposal presented at the PMFG Special Meeting.

Q. If I am a PMFG stockholder, what happens if I abstain from voting?

A. The adoption of the Merger Agreement by PMFG stockholders requires the affirmative vote of the holders of a majority of the shares of PMFG common stock outstanding as of the close of business on the record date for the PMFG Special Meeting. Abstentions will have the same effect as a vote **AGAINST** the proposal to adopt the Merger Agreement (PMFG Proposal No. 1).

Approval of the proposals relating to the advisory vote on certain compensation arrangements and possible adjournment of the PMFG Special Meeting requires the affirmative vote of the holders of a majority of the shares present, in person or by proxy, and entitled to vote at the PMFG Special Meeting (assuming a quorum of stockholders is represented in person or by proxy). Abstentions will have the same effect as a vote **AGAINST** these proposals (PMFG Proposals Nos. 2 and 3).

Q. If I am a PMFG stockholder and my shares of PMFG common stock are held in street name by a broker, bank or other nominee, will my broker or bank vote my share for me?

A. All of the proposals at the PMFG Special Meeting are considered non-routine matters. As a result, your broker may not vote your shares without your specific instructions.

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Q. Why am I being asked to consider and vote upon a proposal to approve the compensation that may be payable by PMFG to its named executive officers in connection with the Mergers?

A. Under SEC rules, PMFG is required to seek a non-binding, advisory vote with respect to the compensation that will or may be paid by PMFG to its named executive officers in connection with the Merger, otherwise referred to as golden parachute compensation.

Q. What will happen if PMFG stockholders do not approve the golden parachute compensation?

A. Approval of the compensation that may be payable by PMFG to its named executive officers in connection with the Mergers is not a condition to the Mergers. This vote is an advisory vote and will not be binding on PMFG or the surviving entity in the Mergers. Therefore, if the Merger Agreement is adopted by PMFG stockholders and the Mergers are consummated, this compensation, including amounts that PMFG is contractually obligated to pay, could still be payable regardless of the outcome of the advisory vote.

Q. Are CECO stockholders voting on the Mergers?

A. While CECO stockholders are not required to approve or adopt the Merger Agreement, CECO stockholders are required to approve the issuance of CECO common shares, or the Share Issuance, as part of the consideration for the Mergers. If CECO stockholders do not approve the Share Issuance, the Mergers cannot be completed. Under the NASDAQ Listing Rules, stockholder approval is required prior to the issuance of common stock if the number of shares of common stock to be issued in a transaction equals 20% or more of the number of shares of common stock outstanding before the issuance. Depending on the actual Exchange Ratio that will be in effect as of the closing of the First Merger, the Share Issuance that will be effected in connection with the First Merger will result in the issuance of a number of shares of CECO common stock equal to between approximately 23.6% and 28.9% of the shares of CECO common stock outstanding as of June 1, 2015. Accordingly, CECO stockholders are being asked to consider and vote on the Share Issuance only.

Q. If I beneficially owned restricted shares of PMFG common stock as of the record date for the PMFG Special Meeting that were issued pursuant to any of PMFG's equity incentive plans, will I be able to vote on the matters to be voted upon at the PMFG Special Meeting?

A. Yes. Holders who beneficially owned restricted shares of PMFG common stock as of the record date for the PMFG Special Meeting issued pursuant to any of PMFG's equity incentive plans may vote on the adoption of the Merger Agreement and on the other matters to be voted on at the PMFG Special Meeting.

Q. Will any other matters be presented for a vote at the PMFG Special Meeting?

A. PMFG is not aware of any other matters that will be presented for a vote at the PMFG Special Meeting. However, if any other matters properly come before the PMFG Special Meeting, the proxies will have the discretion to vote upon such matters in their discretion.

Q. How do I vote my shares of PMFG common stock that are held in street name by a brokerage firm, bank or other nominee?

A. If your shares are held in an account at a brokerage firm, bank, or other nominee, then you are the beneficial owner of shares held in street name and this joint proxy statement/prospectus is being sent to you by that organization. The organization holding your account is considered to be the stockholder eligible to vote at the PMFG Special Meeting for purposes of voting at the PMFG Special Meeting. As a beneficial owner, you have the right to direct your broker, bank, or other nominee how to vote the shares in your account by following the instructions that the broker, bank, or other nominee provides you along with this joint proxy statement/prospectus.

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Q. Who can attend the PMFG Special Meeting?

- A. Stockholders eligible to vote at the PMFG Special Meeting, or their duly authorized proxies, may attend the PMFG Special Meeting. If you choose to attend the PMFG Special Meeting, please bring photo identification. If you hold shares in street name (through a broker, bank, or other nominee) and wish to attend the PMFG Special Meeting, you will also need to bring a copy of a brokerage statement (in a name matching your photo identification) reflecting your stock ownership as of the record date for the PMFG Special Meeting. If you are a representative of a corporate or institutional stockholder, you must present valid photo identification along with proof that you are a representative of such stockholder.

Please note that use of cameras, recording devices and other electronic devices will not be permitted at the PMFG Special Meeting.

Regardless of whether you intend to attend the PMFG Special Meeting, you are encouraged to vote your shares of PMFG common stock as promptly as possible. Voting your shares will not impact your ability to attend the PMFG Special Meeting.

Q. How do I vote my shares?

- A. If you are a PMFG stockholder entitled to vote at the PMFG Special Meeting, you may vote over the Internet, by telephone, by mail or in person at the PMFG Special Meeting. All votes, other than votes made in person at the PMFG Special Meeting, must be received by 11:59 p.m., Eastern Time, on [], 2015.

Over the Internet or by Telephone. To vote over the Internet or by telephone, please follow the instructions included on your proxy card. If you vote over the Internet or by telephone, you do not need to complete and mail a proxy card.

Mail. By signing the proxy card and returning it in the enclosed prepaid and addressed envelope, you are authorizing the individuals named on the proxy card to vote your shares at the PMFG Special Meeting in the manner you indicate. CECO and PMFG encourage you to sign and return the proxy card even if you plan to attend the PMFG Special Meeting so that your shares will be voted if you are ultimately unable to attend the PMFG Special Meeting.

In Person. If your shares are registered directly in your name, you have the right to vote in person at the PMFG Special Meeting. If you attend the PMFG Special Meeting and plan to vote in person, PMFG will provide you with a ballot at the PMFG Special Meeting.

Q. Can I change my vote after I have delivered my proxy?

- A. Yes. You can change your vote at any time before your proxy is voted at the PMFG Special Meeting.

If you are a stockholder entitled to vote at the PMFG Special Meeting, you may revoke your proxy at any time before the vote is taken at the PMFG Special Meeting. To revoke your proxy, you must either:

enter a new vote over the Internet or by telephone by 11:59 p.m., Eastern Time, on [], 2015;

sign and return another proxy card, which must be received by 11:59 p.m., Eastern Time, on [], 2015;

provide written notice of the revocation to: PMFG, Inc., Attention: Secretary, 14651 North Dallas Parkway, Suite 500, Dallas, Texas 75254, which must be received by 11:59 p.m., Eastern Time, on [], 2015; or

attend the PMFG Special Meeting and vote your shares in person.

If you are the beneficial owner of shares held in street name by a brokerage firm, bank, or other nominee, you should follow the instructions of your broker, bank, or other nominee regarding the revocation of proxies. Please contact your broker, bank or other nominee and follow its directions in order to change your vote.

If the PMFG Special Meeting is adjourned, it will not affect the ability of stockholders eligible to vote at the PMFG Special Meeting to exercise their voting rights or to revoke any previously granted proxy using the methods described above.

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Q. What if I receive more than one proxy card?

- A. If you receive more than one proxy card, it is an indication that your shares are held in multiple accounts. Please sign and return all proxy cards to ensure that all of your shares are voted.

Q. What do I need to do now to vote my shares?

- A. After carefully reading and considering the information contained in this joint proxy statement/prospectus, please respond by completing, signing, and dating the appropriate proxy card or voting instruction card and returning in the enclosed postage-paid envelope, or, if available, by submitting your voting instruction over the Internet or by telephone, as soon as possible so that your shares of PMFG common stock may be represented and voted at the PMFG Special Meeting. In addition, you may also vote your shares in person at the PMFG Special Meeting. If you hold shares registered in the name of a broker, bank, or other nominee, that broker, bank, or other nominee has enclosed, or will provide, instructions for directing your broker, bank, or other nominee how to vote those shares.

Q. Should I send in my stock certificates (or evidence of shares in book-entry form) with my proxy card?

- A. No. Please do NOT send your PMFG stock certificates (or evidence of shares in book-entry form) with your proxy card. As described under *The Mergers Electing the Form of Merger Consideration* beginning on page 134, each PMFG stockholder as of the close of business on the record date for the PMFG Special Meeting will receive a form of election and other appropriate and customary transmittal materials, which are being mailed concurrently with this joint proxy statement/prospectus, describing how you may exchange your shares of PMFG common stock for the Merger Consideration. If your shares of PMFG common stock are held in street name through a brokerage firm, bank or other nominee, you will receive instructions from your brokerage firm, bank or other nominee as to how to effect the surrender of your street name shares of PMFG common stock in exchange for the per share Merger Consideration.

Q. Who can help answer my questions?

- A. If you are a PMFG stockholder and have any questions about the Mergers, the PMFG Special Meeting or how to submit your proxy, or if you need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact:

Georgeson Inc.

480 Washington Blvd., 26th Floor

Jersey City, NJ 07310

Banks, Brokers and Shareholders

Edgar Filing: CECO ENVIRONMENTAL CORP - Form S-4/A

Call Toll-Free (888) 505-9118

Or Contact via E-mail at:

pmfginc@georgeson.com

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SUMMARY

This summary highlights selected information from this joint proxy statement/prospectus and may not contain all the information that is important to you. To understand the Mergers fully and for a more complete description of the legal terms of the Mergers, you should carefully read this entire joint proxy statement/prospectus and the other documents to which you are referred. Please also refer to *Where You Can Find More Information* beginning on page 223. Page references are included to direct you to a more complete description of the topics presented in this summary.

The Companies (page 50)

CECO, Merger Sub I and Merger Sub II

CECO is a leading global environmental technology company focused on critical solutions in the product recovery, air pollution control, fluid handling and filtration industries. CECO was incorporated in the State of New York in 1966 and reincorporated in the State of Delaware in January 2002. CECO has been publicly traded since January 1, 1978 and its common stock currently trades on NASDAQ under the symbol CECE.

CECO operates through three principal groups, each of which is a reportable segment: (1) Air Pollution Control, (2) Energy and (3) Fluid Handling and Filtration. By combining the efforts of certain or all of these segments, CECO is able to offer complete full systems to our customers and leverage the operational efficiencies between its family of technology companies.

During 2014, CECO operated its business under the following three reportable segments:

Air Pollution Control Segment, product recovery and air pollution control technologies, comprised of the following: Adwest Technologies, Inc., HEE-Duall Air and Odor Technologies, Busch International, Emtrol-Buell Energy Cyclones, Flex-Kleen Dust Collection Technologies, Fisher-Klosterman, Kirk & Blum, KB Duct and SAT Technology.

Energy Segment, customized solutions for the power and petrochemical industry, comprised of the following: Aarding Thermal Acoustics, Effox-Flexor, AVC Specialists and Zhongli.

Fluid Handling and Filtration Segment, high quality pump, filtration and fume exhaust solutions, comprised of the following: Met-Pro Global Pump Solutions, Mefiag Filtration Solutions, Keystone Filtration Solutions, CECO Filters and Strobic Air.

CECO's principal executive offices are located at 4625 Red Bank Road, Suite 200, Cincinnati, Ohio 45227 and the telephone number at that location is (513) 458-2600.

Top Gear Acquisition Inc. is a Delaware corporation and Top Gear Acquisition II LLC is a Delaware limited liability company. Each is a wholly owned subsidiary of CECO. Both of these companies were incorporated on April 30, 2015, solely for the purpose of effecting the Mergers, pursuant to the Merger Agreement.

Additional information about CECO and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. Please refer to *Where You Can Find More Information* beginning on page 223.

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PMFG

PMFG, Inc. was incorporated in Delaware on August 15, 2008, as part of a holding company reorganization. Through its operating subsidiary, Peerless Mfg. Co., PMFG has been in business for over 80 years. PMFG is a leading provider of custom-engineered systems and products designed to help ensure that the delivery of energy is safe, efficient and clean.

PMFG primarily serves the markets for natural gas infrastructure, power generation and refining and petrochemical processing. With the acquisition in March 2014 of substantially all of the assets of Combustion Components Associates, Inc., PMFG expanded the markets it serves to include industrial and utility industries. PMFG offers a broad range of separation and filtration products, Selective Catalytic Reduction systems, Selective Non-Catalytic Reduction systems, low emissions burner and related combustion systems and other complementary products including pulsation dampeners and silencers. Its primary customers include original equipment manufacturers, engineering contractors, commercial and industrial companies and operators of power facilities.

PMFG works closely with customers to design, custom-engineer and fabricate its systems and products to meet its customers' specific needs. Its products and systems are marketed worldwide. In the fiscal year ended June 28, 2014, PMFG generated over \$130 million in revenue and ended the fiscal year with approximately 500 employees.

PMFG common stock, \$0.01 par value per share, is traded on NASDAQ under the symbol PMFG.

PMFG's principal executive offices are located at 14651 North Dallas Parkway, Suite 500, Dallas, Texas 75254 and the telephone number at that location is (214) 357-6181.

Additional information about PMFG and its subsidiaries is included in the PMFG documents incorporated by reference into this joint proxy statement/prospectus. Please refer to *Where You Can Find More Information* beginning on page 223.

The CECO Special Meeting (page 62)

The special meeting of CECO stockholders will be held on [], 2015 at [00:00 a/p.m.], Eastern Time, at its executive offices, 4625 Red Bank Road, Suite 200, Cincinnati, OH 45227. The special meeting of CECO stockholders is being held for the following purposes:

to approve the Share Issuance;

to approve an amendment to the Incentive Plan to increase the number of shares of common stock available for issuance thereunder from 2,600,000 to 3,300,000, as set forth in the Second Amended and Restated CECO Environmental Corp. 2007 Equity Incentive Plan, a copy of which is attached to this joint proxy statement/prospectus as Annex D; and

to approve the adjournment of the CECO Special Meeting, if necessary or appropriate.

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Shares Owned by CECO Directors and Executive Officers (page 63)

At the close of business on the record date for the CECO Special Meeting, directors and executive officers of CECO beneficially owned and were entitled to vote, in the aggregate, approximately [] issued and outstanding shares of CECO common stock, representing approximately []% of the shares of CECO common stock outstanding on that date. The directors and executive officers of CECO have informed CECO that they intend to vote all of the shares of CECO common stock they are entitled to vote (a) **FOR** the proposal to approve the Share Issuance, (b) **FOR** the proposal to approve an amendment to the Incentive Plan to increase the number of shares of common stock available for issuance thereunder from 2,600,000 to 3,300,000, and (c) **FOR** the proposal to approve the adjournment of the CECO Special Meeting, if necessary or appropriate.

The PMFG Special Meeting (page 75)

The PMFG Special Meeting will be held at [00:00 a/p.m.], Central Time on [], 2015, at PMFG, Inc., 14651 Dallas Parkway, Suite 500, Dallas, TX 75254. The special meeting of PMFG stockholders is being held for the following purposes:

to adopt the Merger Agreement;

to approve the compensation that may become payable to PMFG's named executive officers in connection with the Mergers; and

to approve specified proposals made by the chair of the PMFG Special Meeting to adjourn the PMFG Special Meeting.

Shares Owned by PMFG Directors and Executive Officers (page 76)

At the close of business on the record date for the PMFG Special Meeting, directors and executive officers of PMFG beneficially owned and were entitled to vote, in the aggregate, approximately [] issued and outstanding shares of PMFG common stock, representing approximately []% of the shares of PMFG common stock outstanding on that date. The directors and executive officers of PMFG have informed PMFG that they intend to vote all of the shares of PMFG common stock they are entitled to vote (a) **FOR** the proposal to adopt the Merger Agreement, (b) **FOR** the proposal to approve the compensation that may become payable by PMFG to its named executive officers in connection with the Mergers, and (c) **FOR** the proposal to approve any proposal made by the chair of the PMFG Special Meeting to adjourn the PMFG Special Meeting. For a more detailed discussion of the beneficial ownership of directors and officers of PMFG, see *Beneficial Ownership of PMFG Common Stock* beginning on page 219.

The Mergers (page 83)

What PMFG Stockholders Will Receive in the Mergers (page 132)

At the Effective Time, each issued and outstanding share of PMFG common stock (other than Dissenting Shares and shares owned by PMFG or its wholly owned subsidiaries or by CECO, Merger Sub I or Merger Sub II) will be converted into the right to receive, at the holder's election, subject to proration, either:

the Cash Consideration of \$6.85, without interest; or

the Stock Consideration, which will consist of a number of shares of CECO common stock equal to the Exchange Ratio, plus cash (without interest) in lieu of any fractional share of CECO common stock that would otherwise be issued.

In this joint proxy statement/prospectus, when the term **Merger Consideration** is used with respect to a given share of PMFG common stock, it means either the Cash Consideration (with respect to a share of PMFG common stock representing the right to receive the Cash Consideration) or the Stock Consideration (with respect to a share of PMFG common stock representing the right to receive the Stock Consideration).

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The Merger Agreement provides that \$66.2 million (or approximately 45%) of the aggregate consideration that will be paid by CECO will be paid in cash. In addition, PMFG Options and PMFG RSUs will be settled for approximately \$1.6 million in cash from the \$66.2 million of the aggregate consideration paid in cash. The remaining approximately 55% of the aggregate consideration will be paid in shares of CECO common stock. As such, if PMFG stockholders make a cash election or a stock election, the form of Merger Consideration they actually receive may be adjusted according to the proration procedures contained in the Merger Agreement.

The actual Exchange Ratio will be determined by dividing (a) \$6.85 by (b) the CECO Average Trading Price. Further, under the terms of the Merger Agreement, the Exchange Ratio is subject to a collar, meaning that in no event will the Exchange Ratio be less than 0.5282 or greater than 0.6456. Specifically, if the CECO Average Trading Price is:

greater than or equal to \$12.97, the Exchange Ratio will be equal to 0.5282 share of CECO common stock for each share of PMFG common stock; and

less than or equal to \$10.61, the Exchange Ratio will be equal to 0.6456 share of CECO common stock for each share of PMFG common stock.

The actual Exchange Ratio and the value of the Stock Consideration are both subject to fluctuation and will not be known until immediately preceding the closing of the First Merger. As an example, the CECO Average Trading Price on NASDAQ for the 15 consecutive trading days ending on the last trading day before [], 2015 was \$[]. Assuming that the closing of the First Merger occurred on [], 2015, a share of PMFG common stock converted in the First Merger into the right to receive the Stock Consideration would receive [] shares of CECO common stock based on an Exchange Ratio of []. Because the Exchange Ratio was [within the collar, the value of the Stock Consideration would have been \$6.85] [limited by the collar, the value of the Stock Consideration would have been \$[]]. For additional examples of the differing Exchange Ratios and value of the Stock Consideration, please see page 133.

The example above is illustrative only. The actual CECO Average Trading Price will not be determined until immediately preceding the closing of the First Merger and may be different than (a) at the time period used in the example above, (b) at the time of the mailing of this joint proxy statement/prospectus or (c) at the time PMFG stockholders make an election. Further, because the Stock Consideration is subject to a collar and is determined over a set period of time and not as of the Effective Time, the value of the Stock Consideration at the Effective Time may be greater than or less than (x) the Cash Consideration and (y) the trading price of CECO common stock on NASDAQ at the Effective Time.

PMFG does not have any right to terminate the transaction even if the value of the Stock Consideration is less than \$6.85 per share. This means that PMFG stockholders who elect to receive Stock Consideration, or who will receive the Stock Consideration as a result of the proration procedures in the Merger Agreement, could receive more or less value for their shares of PMFG common stock than they would have received if they had elected to receive (or received pursuant to proration) the Cash Consideration. In the event this were to occur, PMFG would not resolicit approval of the adoption of the Merger Agreement, nor reopen the Merger Consideration election period.

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Neither CECO nor PMFG is making any recommendation as to whether PMFG stockholders should elect to receive the Cash Consideration or the Stock Consideration in the First Merger. PMFG stockholders must make their own decision with respect to this election. No guarantee can be made that PMFG stockholders will receive the amount of the Cash Consideration or the Stock Consideration they elect. As a result of the proration procedures in the Merger Agreement, which are described in this joint proxy statement/prospectus, PMFG stockholders may receive the Stock Consideration or the Cash Consideration in amounts that are different from the amounts they elect to receive. Because the value of the Stock Consideration and the Cash Consideration may differ, PMFG stockholders may receive consideration having an aggregate value less than the value of the form of consideration that they elected to receive. PMFG stockholders should obtain current and historical market quotations for CECO common stock before deciding what elections to make.

The actual value to be received by PMFG stockholders will be based on the relative values of the Stock Consideration and the Cash Consideration calculated as of the last trading day before the closing of the First Merger. Because PMFG stockholders making elections will likely take into account the relative values of the Stock Consideration and the Cash Consideration in determining what form of election to make, they will likely elect to receive the form of consideration resulting in the higher value. As a result, if you fail to make an election, you are more likely to receive the form of consideration having the lower value (based on the relative values of the Stock Consideration and the Cash Consideration as of the last trading day before the First Merger).

Ownership of CECO Following the Mergers (page 140)

Based on the number of shares of PMFG common stock outstanding as of the close of business on the record date for the PMFG Special Meeting and the number of shares of CECO common stock outstanding as of the close of business on the record date for the CECO Special Meeting, it is anticipated that, immediately following the First Merger, PMFG stockholders who receive the Stock Consideration in the First Merger will own in the aggregate (excluding any CECO shares they may own or acquire prior to consummation of the First Merger) between approximately []% and []% of the outstanding shares of CECO common stock.

After completion of the First Merger, each CECO stockholder will have the same number of shares of CECO common stock that such stockholder held immediately prior to the completion of the First Merger. However, upon Share Issuance, each share of CECO common stock outstanding immediately prior to the completion of the First Merger will represent a smaller percentage of the aggregate number of shares of CECO common stock outstanding after the completion of the First Merger. On the other hand, each share of CECO common stock will then represent an equity interest in a company with more assets.

What Will Happen in the Mergers (page 154)

At the Effective Time, each issued and outstanding share of common stock of PMFG (other than Dissenting Shares, shares owned by PMFG or its wholly owned subsidiaries, CECO, Merger Sub I or Merger Sub II) will be converted into the Merger Consideration (as described above), and each issued and outstanding share of common stock of Merger Sub I will be converted into one share of common stock of PMFG (as the surviving corporation of the First Merger). At the effective time of the Second Merger, each issued and outstanding share of common stock of PMFG (as the surviving corporation of the First Merger) will be cancelled and extinguished for no consideration, after which CECO will own all of the issued and outstanding equity interests of the surviving entity of the Second Merger.

Neither the PMFG stockholders nor the CECO stockholders will have an opportunity to vote on the Second Merger. The only condition to completion of the Second Merger is the closing of the First Merger.

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Regulatory Filings and Approvals Required to Complete the Mergers (page 150)

The transactions contemplated by the Merger Agreement require CECO and PMFG to obtain regulatory approval under the HSR Act, and the rules promulgated thereunder by the FTC. CECO and PMFG have agreed to cooperate and use reasonable best efforts to obtain such regulatory approval. For an acquisition transaction meeting certain size thresholds, such as the Mergers, the HSR Act requires the parties to file notification and report forms with the Antitrust Division of the DOJ and the FTC and to observe specified required waiting periods before consummating the transaction, subject to any request for and grant of early termination. CECO and PMFG filed the required notifications with the Antitrust Division of the DOJ and the FTC on May 18, 2015. The FTC granted early termination of the waiting period under the HSR Act on June 12, 2015.

Aside from HSR Act approval, neither CECO nor PMFG is aware of any material governmental or regulatory approval required for the completion of the Mergers other than compliance with the applicable corporate law of the State of Delaware.

Legal Proceedings Related to the Mergers (page 150)

Since the public announcement of the proposed Mergers on May 4, 2015, CECO, Merger Sub I, Merger Sub II, PMFG and the members of the PMFG Board have been named as defendants in three lawsuits that challenge the Mergers. The first filed lawsuit, which is a derivative action that also purports to assert class claims, was filed in the District Court of Dallas County, Texas (the Texas Lawsuit). The second and third filed lawsuits, which are class actions, were filed in the Court of Chancery of the State of Delaware (the Delaware Lawsuits, and collectively with the Texas Lawsuit, the Lawsuits). In the Lawsuits, the plaintiffs generally allege, among other things, that the Mergers fail to properly value PMFG, that the individual defendants breached their fiduciary duties in approving the Merger Agreement, and that those breaches were aided and abetted by CECO, Merger Sub I and Merger Sub II. In the Lawsuits, the plaintiffs seek, among other things, (a) to enjoin the defendants from completing the Mergers on the agreed-upon terms, (b) rescission, to the extent already implemented, of the Merger Agreement or any of the terms therein, and (c) costs and disbursements and attorneys' and experts' fees, as well as other equitable relief as the courts deem proper.

Composition of the CECO Board and Management after Closing of the Mergers (page 151)

CECO expects the composition of the CECO Board following the Mergers will continue to be the current directors of CECO.

As of the date of this joint proxy statement/prospectus, CECO has not made any proposals to the current executive officers of PMFG with respect to their employment by CECO following the closing of the Mergers. See *The Mergers Interests of PMFG Directors and Executive Officers in the Mergers* beginning on page 141.

Accounting Treatment of the Mergers (page 153)

The Mergers will be accounted for by CECO using the purchase method of accounting. Under this method of accounting, the purchase price will be allocated to the fair value of the net assets acquired. The excess purchase price over the fair value of the assets acquired, if any, will be allocated to goodwill.

CECO Board's Reasons for the Mergers (page 95)

In the course of reaching its decision to approve the Merger Agreement, the CECO Board considered a number of factors in its deliberations. Those factors are described in *The Merger CECO Board's Reasons for the Mergers* beginning on page 95.

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Opinion of CECO's Financial Advisor (page 100 and Annex E)

In connection with the Mergers, Jefferies LLC (Jefferies), CECO's financial advisor, delivered a written opinion, dated May 3, 2015, to the CECO Board as to the fairness, from a financial point of view and as of such date, to CECO of the Merger Consideration to be paid by CECO pursuant to the Merger Agreement. The full text of Jefferies' opinion, which is attached as Annex E to this joint proxy statement/prospectus and is incorporated herein by reference, describes the various assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken by Jefferies. The summary of Jefferies' opinion set forth below is qualified in its entirety by reference to the full text of Jefferies' opinion. **Jefferies' opinion was provided for the use and benefit of the CECO Board (in its capacity as such) in its evaluation of the Merger Consideration from a financial point of view to CECO and did not address any other aspect of the Mergers or any other matter. The opinion did not address the relative merits of the Mergers or other transactions contemplated by the Merger Agreement as compared to any alternative transaction or opportunity that might be available to CECO, nor did it address the underlying business decision by CECO to engage in the Mergers. Jefferies' opinion does not constitute a recommendation as to how any stockholder should vote or act in connection with the Mergers or any other matter.** CECO has agreed to pay Jefferies for its financial advisory services in connection with the Mergers an aggregate fee of \$3.25 million, of which a portion was payable upon delivery of Jefferies' opinion and \$2.75 million is payable contingent upon consummation of the First Merger.

Recommendations of the CECO Board (pages 67, 73 and 74)

The CECO Board unanimously recommends that CECO stockholders vote FOR each of the following proposals to be presented at the CECO Special Meeting:

the Share Issuance;

the amendment to the Incentive Plan to increase the number of shares of common stock available for issuance thereunder from 2,600,000 to 3,300,000; and

the adjournment of the CECO Special Meeting, if necessary or appropriate.

PMFG Board's Reasons for the Mergers (page 110)

In the course of reaching its decision to approve the Merger Agreement, the PMFG Board considered a number of factors in its deliberations. Those factors are described in *The Merger PMFG Board's Reasons for the Mergers and Recommendation of the PMFG Board* beginning on page 110.

Opinion of PMFG's Financial Advisor (page 117 and Annex F)

On May, 3, 2015, Stifel, Nicolaus & Company, Incorporated (Stifel), PMFG's financial advisor, rendered an opinion to the PMFG Board that, based upon and subject to the procedures followed, assumptions made, qualifications, and limitations on the review undertaken and other matters considered by Stifel in preparing its opinion, as of such date, the Merger Consideration to be received by holders of PMFG's common stock from CECO in the Mergers pursuant to the Merger Agreement was fair to such holders of PMFG common stock, from a financial point of view. Stifel's opinion did not address any other aspect or implication of the Mergers or any other agreement, arrangement, or

understanding entered into in connection with the Mergers or otherwise. The full text of Stifel's opinion, dated May 3, 2015, which sets forth, among other things, the procedures followed, assumptions made, matters considered, and limitations on the scope of the review undertaken by Stifel in connection with its opinion, is attached as Annex F to this proxy statement/prospectus and is incorporated into this proxy statement/prospectus by reference in its entirety. Stifel's opinion was provided for the information of the PMFG Board in connection with its consideration of the Mergers and Stifel's opinion does not constitute advice or a recommendation to any holder of PMFG common stock as to how such person should vote or act on any matter relating to the Merger.

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PMFG paid Stifel for its services as the financial advisor to PMFG in connection with the Mergers a retainer fee of \$125,000, upon execution of its engagement letter, \$500,000 upon delivery of Stifel's opinion, and has agreed to pay Stifel a transaction fee, which is contingent upon successful completion of the Mergers. The transaction fee, which is calculated based on the value of the aggregate Merger Consideration, is currently estimated to be approximately \$2.6 million, the payment of which would be reduced by the retainer fee and the opinion fee. Additionally, PMFG previously paid Stifel a fee of approximately \$1.3 million in connection with PMFG's February 2012 public offering of common stock. Stifel has had no previous engagements with CECO.

Recommendation of the PMFG Board (pages 80, 81 and 82)

The PMFG Board unanimously recommends that PMFG stockholders vote **FOR** each of the following proposals to be presented at the PMFG Special Meeting:

to adopt the Merger Agreement;

to approve the compensation that may become payable to PMFG's named executive officers in connection with the Mergers; and

to approve any proposal made by the chair of the PMFG Special Meeting to adjourn the PMFG Special Meeting.

Interests of CECO Directors and Executive Officers in the Mergers (page 140)

In considering the information described in this joint proxy statement/prospectus, you should be aware that CECO's directors and executive officers may have interests in the Mergers that are different from or in addition to those of CECO stockholders generally. Each of the directors and executive officers of CECO is expected to maintain their position as a director or executive officer with the combined company after completion of the Mergers, and directors and/or executive officers may be awarded bonuses for their work in closing the Mergers. As of the date of this joint proxy statement/prospectus, the CECO Board has not determined whether any such bonuses will be granted to any directors or executive officers. The CECO Board was aware of and considered those interests, among other matters, in reaching its decision to approve the Merger Agreement, the Mergers, and the transactions contemplated by the Merger Agreement.

Interests of PMFG Directors and Executive Officers in the Mergers (page 141)

In considering the information described in this joint proxy statement/prospectus, you should be aware that some of PMFG's directors and executive officers may have economic interests in the Mergers that may be different from or in addition to those of PMFG stockholders generally and those circumstances may create potential conflicts of interest. One of PMFG's non-employee directors, Kenneth Hanks, holds PMFG Options to purchase 4,000 shares of PMFG common stock that will be settled for \$3,600 in cash as of the Effective Time. None of PMFG's non-employee directors hold any outstanding shares of restricted stock, PMFG RSUs or any other interest in PMFG for which they will receive payment other than in their capacity as stockholders of PMFG. See *The Mergers Interests of PMFG Directors and Executive Officers in the Mergers* beginning on page 141.

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PMFG's executive officers hold PMFG Options and PMFG RSUs that will be settled for \$1.2 million in cash as of the Effective Time. PMFG's executive officers also hold unvested shares of restricted stock that will accelerate at the Effective Time with an aggregate value of \$0.7 million. In addition, each of PMFG's executive officers has either an employment agreement or a severance agreement that would entitle the executive officer to receive severance compensation if he is terminated in connection with a change in control. Assuming all six of PMFG's executive officers were terminated under circumstances in which they were entitled to benefits under these agreements, the aggregate amount PMFG's executive officers would receive is \$3.2 million (in addition to the amount for their PMFG Options, shares of restricted stock and PMFG RSUs). See *The Mergers Interests of PMFG Directors and Executive Officers in the Mergers* beginning on page 141 and *The Mergers Golden Parachute Compensation* beginning on page 147 for a discussion of the assumptions used in calculating these amounts and amounts payable to each executive officer.

In addition to the amounts listed above, PMFG's non-employee directors and PMFG's executive officers are entitled to indemnification benefits and CECO has agreed to purchase a tail officers and directors liability policy. No value has been attributed to these indemnification rights or the tail policy. See *The Merger Agreement Indemnification; Directors and Officers Insurance* beginning on page 169.

The PMFG Board was aware of and considered the interests discussed above, among other matters, in reaching its decision to approve the Merger Agreement, the Mergers, and the transactions contemplated by the Merger Agreement.

The Merger Agreement (page 154)

A copy of the Merger Agreement is attached to this joint proxy statement/prospectus as Annex A. You are encouraged to read the Merger Agreement carefully and in its entirety because it is the principal document governing the Mergers.

Conditions to the Closing of the Mergers (page 172)

Mutual Conditions

The obligations of PMFG, CECO, Merger Sub I and Merger Sub II to consummate the Mergers are subject to the satisfaction or waiver of various conditions on or prior to the Effective Time, including the following:

PMFG stockholders' adoption of the Merger Agreement;

CECO stockholders' approval of the Share Issuance;

the expiration or earlier termination of any applicable waiting period under the HSR Act (which occurred on June 12, 2015);

the effectiveness of the registration statement on Form S-4 in which this joint proxy statement/prospectus is included as a prospectus and the lack of any stop order suspending the effectiveness of the registration statement or pending or threatened SEC proceedings to effect a stop order;

the approval for listing on NASDAQ (subject to official notice of issuance) of the shares of CECO common stock to be issued to former PMFG stockholders pursuant to the Merger Agreement; and

the absence of any laws, injunctions, orders, decrees or other legal prohibitions preventing the consummation of the Mergers.

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PMFG Conditions

PMFG's obligation to complete the Mergers is subject to the satisfaction or waiver of additional conditions, which include the following:

the representations and warranties of CECO, Merger Sub I and Merger Sub II being true and correct in all respects (other than *de minimis* inaccuracies with respect to CECO's capitalization and except for certain representations and warranties that are required to be true and accurate in all material respects) when made and as of the closing date of the Mergers (or such other dates as specifically set forth in such representations and warranties);

CECO's performance in all material respects of its agreements, conditions and covenants required under the Merger Agreement; and

since the date of the Merger Agreement, the absence of any events that individually or in the aggregate have had or would reasonably be expected to have a Material Adverse Effect on CECO.

CECO Conditions

CECO's obligation to consummate the Mergers is subject to the satisfaction or waiver of additional conditions, which include the following:

the representations and warranties of PMFG relating to outstanding rights to acquire PMFG capital stock being true and correct in all respects (other than *de minimis* inaccuracies in the aggregate and except for certain representations and warranties that are required to be true and accurate in all material respects) as of the closing date of the Mergers as if made on and as of the closing date of the Mergers;

PMFG's performance in all material respects of its agreements, conditions and covenants required under the Merger Agreement; and

since the date of the Merger Agreement, the absence of any events that individually or in the aggregate have had or would reasonably be expected to have a Material Adverse Effect on PMFG.

The Merger Agreement provides that certain of the conditions described above may be waived. As of the date of this joint proxy statement/prospectus, none of such conditions have been waived by CECO or PMFG and neither currently expects to waive any material condition to the completion of the First Merger. In the event of a material waiver prior to the special stockholders' meetings, CECO and PMFG intend to notify their respective stockholders of any waiver of any material closing condition to the Merger Agreement as soon as possible in advance of the special stockholders' meetings by first class or overnight mail, if possible, and by a press release and the filing of related disclosure with the SEC on Form 8-K. If such material waiver occurs fewer than five days before the special stockholders' meetings, CECO and PMFG will delay the date of the special stockholders' meetings to provide their respective stockholders sufficient time to consider the effect of the waiver.

To the extent a waiver of the closing conditions of the Merger Agreement by any party could render the statements in this joint proxy statement/prospectus materially misleading, CECO and PMFG intend to supplement this joint proxy statement/prospectus and resolicit transaction approvals from their respective stockholders and stockholders, as applicable, to the extent required by law.

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Go-Shop; No Solicitation; Superior Proposals (page 165)

From the date of the Merger Agreement and continuing until 11:59 p.m. New York City time on the date which is the earlier of July 7, 2015 and the date that the PMFG stockholders adopt the Merger Agreement (the *Go-Shop Period End Date*), PMFG may, directly or indirectly, (a) initiate, solicit and encourage any offer, proposal or inquiry regarding a Competing Proposal (as defined in *The Merger Agreement Go-Shop; No Solicitation; Superior Proposals* beginning on page 165) or (b) enter into or participate in discussions or negotiations regarding a Competing Proposal. Within one business day following the *Go-Shop Period End Date*, PMFG is required to notify CECO in writing of the material terms and conditions of any Competing Proposal (including any amendments or modifications thereof) received from any Excluded Party (as defined in *The Merger Agreement Go-Shop; No Solicitation; Superior Proposals* beginning on page 165) and the identity of the Excluded Party.

Following the *Go-Shop Period End Date*, PMFG has agreed not to, directly or indirectly through any person, (a) solicit, initiate, facilitate or respond to, including by way of furnishing non-public information, any inquiries regarding or relating to, or the submission of, any Competing Proposal, (b) engage or participate in discussions or negotiations regarding a Competing Proposal, (c) enter into any letter of intent, term sheet, agreement in principle, merger agreement or other similar agreement or commitment with respect to any Competing Proposal or agree to, approve, endorse or resolve to recommend or approve any Competing Proposal, (d) release any third party from, or waive any provisions of, any confidentiality or standstill or similar agreement in favor of PMFG, or (e) take any action to exempt any third party from the restrictions set forth in Section 203 of the DGCL. However, unless and until PMFG stockholders adopt the Merger Agreement, none of the above restrictions will apply to any actions PMFG may take with respect to proposals or offers from Excluded Parties.

PMFG has also agreed that neither the PMFG Board nor any committee thereof will effect a *Change of Recommendation*, unless:

PMFG has provided prior written notice to CECO, at least 24 hours in advance of the *Change of Recommendation* or termination, of its intention to effect a *Change of Recommendation* in response to the Superior Proposal, or to terminate the Merger Agreement to enter into a definitive agreement with respect to the Superior Proposal, which notice must specify the material terms and conditions of the Superior Proposal (including the identity of the person making the Superior Proposal (as defined in *The Merger Agreement Go-Shop; No Solicitation; Superior Proposals* beginning on page 165));

PMFG and the PMFG Representatives have negotiated with CECO in good faith during the 24-hour period described above to seek to make such adjustments in the terms and conditions of the Merger Agreement that the Competing Proposal ceases to constitute a Superior Proposal; and

the PMFG Board has determined in good faith, after consultation with outside legal counsel, that the failure to effect a *Change of Recommendation* in response to the Superior Proposal, or to terminate the Merger Agreement to enter into a definitive agreement with respect to the Superior Proposal, would be inconsistent with its fiduciary duties under the DGCL (after taking into consideration any adjustments in the terms and conditions of the Merger Agreement definitively offered by CECO).

Termination; Termination Fees (pages 174 and 177)

The Merger Agreement may be terminated at any time prior to the closing of the Mergers by mutual written consent of CECO and PMFG. Either CECO or PMFG may terminate the Merger Agreement if the Effective Time has not occurred on or before November 30, 2015, the required PMFG stockholder approval or CECO stockholder approval is not obtained, or the consummation of the Mergers becomes illegal or otherwise is prevented or prohibited by any governmental authority.

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PMFG may terminate the Merger Agreement (a) pursuant to a Superior Proposal as described below in *The Merger Agreement Go-Shop; No Solicitation; Superior Proposals* beginning on page 165 (b) if there has been a breach of any representation, warranty, covenant or agreement made by CECO, Merger Sub I or Merger Sub II in the Merger Agreement, or a representation or warranty becomes untrue after the date of the Merger Agreement; or (c) if a CECO Triggering Event has occurred (as defined in *The Merger Agreement Go-Shop; No Solicitation; Superior Proposals* beginning on page 165). CECO may terminate the Merger Agreement if there has been a breach of any representation, warranty, covenant or agreement made by PMFG in the Merger Agreement, or any such representation or warranty becomes untrue after the date of the Merger Agreement, or if a PMFG Triggering Event has occurred (as defined in *The Merger Agreement Go-Shop; No Solicitation; Superior Proposals* beginning on page 165).

The Merger Agreement provides that PMFG may be required to pay CECO a termination fee of \$4.8 million if the Merger Agreement is terminated due to PMFG's acceptance of a Superior Proposal, change of board recommendation for the Mergers, breach of the Merger Agreement, or the PMFG Board's failure to publicly recommend against competing proposals, or if PMFG consummate a similar transaction within 12 months of the termination of the Merger Agreement under certain circumstances. If PMFG stockholders do not adopt the Merger Agreement, PMFG will reimburse CECO for up to \$1.6 million in out-of-pocket expenses, which expenses will offset any PMFG termination fee that may otherwise be payable by PMFG.

The Merger Agreement also provides that CECO may be required to pay PMFG a termination fee of \$9.6 million if the Merger Agreement is terminated due to CECO's failure to obtain financing for the Mergers, change of board recommendation to stockholders' meeting, failure to call stockholders' meeting or breach of the Merger Agreement, or due to CECO stockholders' failure to approve the Share Issuance as a result of CECO stockholder's breach of the Voting Agreement. In the event of termination of the Merger Agreement by PMFG if the CECO stockholders' approval is not obtained at the CECO Special Meeting, and CECO is not obligated to pay a termination fee to PMFG under the circumstances, CECO will reimburse up to \$1.0 million of PMFG's out-of-pocket expenses.

Financing and Indebtedness of CECO Following the Mergers (page 179)***The Commitment Letter***

Each of CECO, Merger Sub I and Merger Sub II has agreed to use its commercially reasonable efforts to take all actions necessary, proper or advisable to arrange and obtain, at or prior to closing of the Mergers, the proceeds of their debt financing described under *Financing and Indebtedness of CECO Following the Mergers Senior Credit Facilities Pursuant to the Commitment Letter* beginning on page 179, including: (a) maintaining in effect the Commitment Letter (including any definitive agreement entered into in connection therewith), (b) negotiating and entering into definitive agreements for such debt financing on the terms and conditions contained in the Commitment Letter; (c) satisfying, or causing their representatives to satisfy, when required by the Commitment Letter, all conditions to obtaining such debt financing; (d) complying with their affirmative and negative covenants relating to such debt financing; and (e) fully enforcing their respective rights under the Commitment Letter, including causing the lenders and any other persons providing such debt financing to fund the debt financing upon closing of the Mergers in accordance with the Commitment Letter.

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CECO, Merger Sub I and Merger Sub II have agreed not to make any amendments or modifications to or replacements of, or grant any waivers of, any condition or other provision or remedy under the Commitment Letter for such debt financing without the prior written consent of PMFG, which consent PMFG may refuse to provide (in its sole discretion) if such amendments, modifications or waivers would (a) materially reduce the aggregate amount of the debt financing as provided in the Commitment Letter as of the date of the Merger Agreement, (b) impose new or additional conditions, or otherwise amend, modify or expand any conditions, in each case, to the receipt by CECO or Merger Sub I, as the case may be, at or prior to the closing of the debt financing, or (c) in any material respect adversely delay or impact the ability of CECO to consummate the Mergers and the other transactions contemplated by the Merger Agreement or to consummate the debt financing at or prior to the closing. CECO has also agreed not to release or consent to the termination of the obligations of the lenders under the Commitment Letter, except for assignments and replacements of an individual lender.

In the event that the Commitment Letter expires or terminates for any reason or any portion of CECO's debt financing becomes reasonably likely to be unavailable, on the terms and conditions, in the manner or from the sources contemplated in the Commitment Letter, (a) CECO must notify PMFG in writing within two days and (b) CECO, Merger Sub I and Merger Sub II must use commercially reasonable efforts to arrange and obtain, and to negotiate and enter into definitive agreements with respect to, alternative financing from alternative financial institutions in an amount sufficient to consummate the transactions contemplated by the Merger Agreement, as promptly as practicable, and to pay the amounts required to consummate the transactions, pay all of its fees and expenses related to the transactions and pay in full the obligations of PMFG under its credit agreement, in each case, with conditions not materially less favorable, taken as a whole, to CECO, Merger Sub I, Merger Sub II and PMFG than the conditions set forth in the Commitment Letter.

CECO, Merger Sub I and Merger Sub II have agreed to indemnify and hold harmless PMFG and its affiliates and its and their respective representatives from and against any losses, damages, claims, costs or expenses suffered or incurred by any of them in connection with CECO's debt financing, and any information utilized in connection therewith.

The Amended and Restated Credit Agreement

While CECO has obtained the Commitment Letter described above, it has continued to evaluate and explore alternative financing options that CECO believes are more favorable to CECO than those described in the Commitment Letter. Currently, CECO expects, simultaneous with the closing of the Mergers, to enter into an Amended and Restated Credit Agreement among CECO, certain CECO subsidiaries, each lender from time to time party thereto, Bank of America as Administrative Agent, Swing Line Lender and an L/C Issuer, and each other L/C Issuer from time to time party thereto (the Amended and Restated Credit Agreement). CECO anticipates that the Amended and Restated Credit Agreement will provide senior credit facilities of \$250 million, approximately \$55 million of which will be used, in lieu of the financing available under the Commitment Letter, to finance the cash portion of the merger consideration. Following the Mergers, approximately \$70 million will be available to draw under the agreement.

Indebtedness of CECO Following the Mergers

In order to complete the Mergers and related transactions, CECO will require additional financing of approximately \$55 million, excluding indebtedness to be assumed from PMFG and the refinancing of CECO's existing indebtedness. Simultaneous with the closing of the Mergers, CECO currently expects to enter into the Amended and Restated Credit Agreement which, as described above, is expected to provide senior credit facilities of \$250 million, an increase from CECO's current credit agreement which provides facilities of \$155 million. The Amended and Restated Credit

Agreement will be used to fund the Mergers and provide enhanced liquidity for the combined company following the Mergers.

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In connection with the Mergers, CECO will also assume and refinance certain existing indebtedness of PMFG and its subsidiaries, the aggregate principal amounts of which were approximately \$16.7 million as of March 28, 2015. Taking into account such indebtedness, CECO's existing indebtedness, and the other indebtedness to be incurred in connection with the Closing of the Mergers, CECO is expected to have approximately \$180 million of debt outstanding following the Mergers.

The Voting Agreement (page 182)

Jason DeZwirek, Chairman of the CECO Board, and Icarus Investment Corp. entered into a Voting Agreement with PMFG pursuant to which Jason DeZwirek and Icarus Investment Corp. have each agreed to vote all shares of CECO common stock beneficially owned by each of them, respectively, for the approval of the Share Issuance. They also have granted PMFG a proxy to vote their respective shares of CECO common stock in such manner. At the close of business on the record date for the CECO Special Meeting, they owned and were entitled to vote, in the aggregate, 3,936,506 shares of CECO common stock, which represented approximately 15.0% of the shares of CECO common stock outstanding on that date.

Material United States Federal Income Tax Consequences (page 197)

The Mergers are intended to qualify as a reorganization under Section 368(a) of the Code, and will so qualify provided that various requirements are met, including that the aggregate value of the shares of CECO common stock issued to PMFG stockholders in the First Merger, valued as of the closing date of the First Merger, is sufficient to meet the continuity of interest requirement, more fully discussed in *Material United States Federal Income Tax Consequences* beginning on page 197. **If the aggregate value of the shares of CECO common stock delivered to PMFG stockholders in the Mergers is not sufficient to meet the continuity of interest requirement, the Mergers will not qualify as a reorganization under Section 368(a) of the Code.**

It will not be known at the time of the CECO Special Meeting or the PMFG Special Meeting whether the requirements referred to in the preceding paragraph will be met and, therefore, whether the Mergers will qualify as a reorganization under Section 368(a) of the Code. Accordingly, the U.S. federal income tax treatment of the Mergers will not be known at such times. CECO will make a public announcement on or soon after the Effective Time as to whether or not the Mergers will be reported as a reorganization under Section 368(a) of the Code. However, neither CECO nor PMFG will resolicit stockholder votes, nor reopen the Merger Consideration election period, in the event that the Mergers do not qualify as a reorganization under Section 368(a) of the Code. Therefore, there is a risk that the intended tax treatment of the Mergers to PMFG stockholders may adversely change following the Election Deadline and the date of the PMFG Special Meeting.

If the Mergers qualify as a reorganization under Section 368(a) of the Code, U.S. holders of PMFG common stock generally will recognize gain, but not loss, equal to the lesser of (a) the amount of cash received in exchange for PMFG common stock in the First Merger and (b) the excess of the amount realized in the transaction (the fair market value of the CECO common stock on the closing date of the First Merger plus the amount of cash received in exchange for PMFG common stock in the First Merger) over their tax basis in their surrendered PMFG common stock. In certain circumstances, such gain could be taxable as a dividend rather than capital gain.

If the Mergers do not qualify as a reorganization under Section 368(a) of the Code, U.S. holders of PMFG common stock generally will recognize capital gain or loss equal to the difference between their tax basis in their shares of PMFG common stock and the sum of the fair market value, on the closing date of the First Merger, of the shares of CECO common stock and cash received in the First Merger in exchange for PMFG common stock (including cash received in lieu of a fractional share of CECO common stock).

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To review the tax consequences to PMFG stockholders in greater detail, see *Material United States Federal Income Tax Consequences* beginning on page 197. You are encouraged to consult your tax advisor as to the tax consequences of the Mergers in your particular circumstances, including the applicability and effect of the alternative minimum tax and any state, local or foreign and other tax laws and of changes in those laws.

Comparison of Rights of Common Stockholders of CECO and Common Stockholders of PMFG (page 204)

Each of CECO and PMFG is a Delaware corporation subject to the provisions of the DGCL. If the Mergers are completed, PMFG stockholders, whose rights are currently governed by the PMFG certificate of incorporation, the PMFG bylaws and the DGCL, will, if they receive CECO common stock as Merger Consideration, become stockholders of CECO and their rights will be governed by the CECO certificate of incorporation, the CECO by-laws and the DGCL.

Appraisal Rights in Connection with the Mergers (page 211)

Pursuant to Section 262 of the DGCL, PMFG stockholders who do not vote in favor of adoption of the Merger Agreement, who continuously hold their shares of PMFG common stock through the Effective Time and who otherwise comply precisely with the applicable requirements of Section 262 of the DGCL have the right to seek appraisal of the fair value of their shares of PMFG common stock, as determined by the Delaware Court of Chancery, if the First Merger is completed. The fair value of your shares of PMFG common stock as determined by the Delaware Court of Chancery could be greater than, the same as, or less than the value of the Merger Consideration that you would otherwise be entitled to receive under the terms of the Merger Agreement.

PMFG stockholders who wish to exercise the right to seek an appraisal of their shares must so advise PMFG by submitting a written demand for appraisal in the form described in this joint proxy statement/prospectus prior to the vote to adopt the Merger Agreement, and must otherwise follow the procedures prescribed by Section 262 of the DGCL. A person having a beneficial interest in shares of PMFG common stock held of record in the name of another person, such as a nominee or intermediary, must act promptly to cause the record holder to follow the steps summarized in this joint proxy statement/prospectus and in a timely manner to perfect appraisal rights. In view of the complexity of Section 262 of the DGCL, PMFG stockholders who may wish to pursue appraisal rights should consult their own legal and financial advisors. See *Appraisal Rights of PMFG Stockholders* beginning on page 211.

CECO stockholders do not have any appraisal rights under the DGCL in connection with the CECO Special Meeting or the Share Issuance.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus, and the documents to which this joint proxy statement/prospectus refers, contains forward-looking statements within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Any statements contained in this joint proxy statement/prospectus, or any such documents, or made by or attributable to CECO or PMFG that are not statements of historical fact, including statements about CECO's or PMFG's beliefs and expectations of the Mergers and related transactions and future results, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and should be evaluated accordingly. Words such as estimate, believe, anticipate, expect, intend, target, show, will and similar expressions and their negative forms are intended to identify forward-looking statements. These statements are made on the basis of management's views and assumptions regarding future events.

Forward-looking statements are based upon certain underlying assumptions, including any assumptions mentioned with the specific statements, as of the date such statements were made. Such assumptions are in turn based upon internal estimates and analyses of market conditions and trends, management plans and strategies, economic conditions and other factors. While CECO and PMFG believe these expectations, assumptions, estimates, and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond the control of CECO and PMFG. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend upon future circumstances that may not occur. Actual results may differ materially from any future results, performance or achievements expressed or implied by such statements. These risks and uncertainties include those set forth under *Risk Factors* beginning on page 39, and those set forth under *Forward-Looking Statements*, *Risk Factors* or any similar heading in the documents incorporated by reference to this joint proxy statement/prospectus. In addition, these forward-looking statements include statements regarding:

changes in the value of the Merger Consideration due to fluctuations in the price of CECO common stock;

the risk that PMFG stockholders may not receive the form of Merger Consideration they elect due to the collar limiting the total amount of Cash Consideration and Stock Consideration to be paid in the First Merger;

limitations placed on the ability of CECO and PMFG to operate their respective businesses by the terms of the Merger Agreement;

the ability to complete the Mergers and related transactions between CECO and PMFG;

the potential impact of the announcement or consummation of the proposed transactions on the parties' relationships with third parties, which may make it more difficult to maintain business and operational relationships;

the receipt of regulatory and shareholder approvals;

the ability to satisfy other conditions to the closing of the Mergers for any other reason;

the availability of financing contemplated by the bank commitment obtained by CECO;

changes in or developments with respect to any litigation or investigation;

the risk that some of CECO's and PMFG's executive officers and directors may have financial interests in the Mergers that may be different from, or in addition to, the interests of CECO stockholders and PMFG stockholders;

the potential that failure to consummate the Mergers could negatively impact the stock price and the future business and financial results of CECO or PMFG;

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the ability to successfully integrate CECO's and PMFG's operations, product lines, technologies and employees;

the ability to realize revenue and customer growth opportunities and cost synergies from the proposed merger between CECO and PMFG in a timely manner or at all;

diversion of management time from each of CECO's and PMFG's ongoing operations;

the incurrence of significant transaction and Merger-related costs;

the substantial amount of debt expected to be incurred in connection with the proposed merger and CECO's ability to repay or refinance it, incur additional debt in the future or obtain a certain debt coverage ratio; and

the reduction in the ownership and voting interest of PMFG stockholders in CECO after the Mergers and, as a result, their decreased influence over management.

Many of these risks are beyond management's ability to control or predict. Should one or more of these risks or uncertainties materialize, or should the assumptions prove incorrect, actual results may vary in material aspects from those currently anticipated. Investors are cautioned not to place undue reliance on such forward-looking statements as they speak only as of the date the statement is made. All forward-looking statements attributable to CECO or PMFG or persons acting on behalf of either CECO or PMFG are expressly qualified in their entirety by the cautionary statements and risk factors contained in this joint proxy statement/prospectus and CECO's and PMFG's respective filings with the SEC. Forward-looking statements speak only as of the date they are made.

Except as required under the federal securities laws or the rules and regulations of the SEC, neither CECO nor PMFG undertakes any obligation to update or review any forward-looking statement or information, whether as a result of new information, future events or otherwise.

Table of Contents**RISK FACTORS**

In addition to the other information included in and incorporated by reference into this joint proxy statement/prospectus, PMFG's stockholders should consider carefully the matters described below in determining whether to adopt the Merger Agreement and in determining whether to make a cash election or a stock election for their shares of PMFG common stock. CECO's stockholders should consider carefully the matters described below in determining whether to approve the Share Issuance. Please also refer to the information under the heading *Risk Factors* set forth in Part I, Item IA in each of CECO's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 and PMFG's Annual Report on Form 10-K for the fiscal year ended June 28, 2014, each of which is incorporated by reference into this joint proxy statement/prospectus. Please refer to *Where You Can Find More Information* beginning on page 223.

Risks Relating to the Mergers

At the time PMFG stockholders elect a form of Merger Consideration, PMFG stockholders cannot be sure of the value of the Stock Consideration, which value could be greater than or less than the Cash Consideration.

The Stock Consideration payable in the First Merger will consist of a number of shares of CECO common stock equal to the Exchange Ratio, plus cash (without interest) in lieu of any fractional share of CECO common stock that would otherwise be issued. The actual Exchange Ratio will be determined by dividing (a) \$6.85 by (b) the CECO Average Trading Price. Further, under the terms of the Merger Agreement, the Exchange Ratio is subject to a collar, meaning that in no event will the Exchange Ratio be less than 0.5282 or greater than 0.6456. As such, the actual Exchange Ratio and the value of the Stock Consideration are both subject to fluctuation and will not be known until immediately preceding the closing of the First Merger. See *The Mergers Merger Consideration* beginning on page 132.

The net effect of the collar mechanism is that no further increase in the Exchange Ratio will be made if the CECO Average Trading Price is less than \$10.61 and no further decrease in the Exchange Ratio will be made if the CECO Average Trading Price is greater than \$12.97. This means that PMFG stockholders who elect to receive the Stock Consideration, or who will receive the Stock Consideration as a result of the proration procedures in the Merger Agreement, could receive more or less value for their shares of PMFG common stock than they would have received if they had elected to receive (or received pursuant to proration) the Cash Consideration.

You may receive a form of Merger Consideration different from what you elect, which could have an effect on your tax situation.

Regardless of the cash or stock elections made by PMFG stockholders, the Merger Agreement contains proration procedures that are designed to ensure that \$66.2 (or approximately 45%) of the aggregate consideration that will be paid by CECO will be paid in cash. In addition, PMFG Options and PMFG RSUs will be settled for approximately \$1.6 million in cash from the \$66.2 of the aggregate consideration paid in cash. The remaining approximately 55% of the aggregate consideration will be paid in shares of CECO common stock. If a particular form of Merger Consideration is oversubscribed, then that election will be prorated. Please refer to *The Mergers Electing the Form of Merger Consideration* beginning on page 134. There is a risk that any portion of the Merger Consideration you receive in a form you did not elect could result in tax consequences that differ from those that would have resulted had you received the form of consideration you elected, including the recognition of taxable gain to the extent cash is received. This could also result in your receipt of consideration having a value that is materially different than the value you would have received if you received the form of consideration you elected, which could also affect your tax consequences.

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PMFG stockholders who do not elect a form of Merger Consideration may receive the form of Merger Consideration having the lower value.

PMFG stockholders who make no election as to the form of Merger Consideration to be received, whose elections are not received by the Exchange Agent by the Election Deadline, or whose forms of election are not properly completed or are not signed, will have no control over the forms of Merger Consideration they receive in exchange for their shares of PMFG common stock. These stockholders may receive the Cash Consideration for all of their shares of PMFG common stock, the Stock Consideration for all of their shares, or a combination of the Cash Consideration and the Stock Consideration, depending on elections that have been made by other PMFG stockholders. Because the value of the Stock Consideration and Cash Consideration may differ and because PMFG stockholders making elections will likely take into account the relative values of the Stock Consideration and Cash Consideration in determining what form of election to make, they will likely elect the form of consideration resulting in the higher value. As a result, those PMFG stockholders who fail to make an election are more likely to receive the form of consideration having the lower value (based on the relative values of the Stock Consideration and Cash Consideration as of the last trading day before the First Merger). Please refer to *The Mergers Electing the Form of Merger Consideration Proration and Reallocation Procedures* beginning on page 136.

In addition, after a cash or stock election has been validly made, any subsequent transfer of the shares of PMFG common stock as to which such election related shall automatically revoke such election.

The Merger Agreement subjects CECO and PMFG to restrictions on their respective business activities during the pendency of the Mergers.

The Merger Agreement subjects CECO and PMFG to restrictions on their respective business activities and obligates CECO and PMFG to generally operate their businesses in the ordinary course in all material respects during the pendency of the Mergers. These restrictions could prevent CECO and PMFG from pursuing attractive business opportunities that arise prior to the completion of the Mergers and are outside the ordinary course of business, and otherwise have an adverse effect on CECO's and PMFG's results of operations, cash flows and financial position.

Delay or failure to complete the Mergers would prevent CECO and PMFG from realizing the anticipated benefits of the Mergers and each company would also remain liable for significant transaction costs, including legal, accounting and financial advisory fees.

Any delay in completing the Mergers may significantly reduce the synergies and other benefits anticipated by CECO if it successfully completes the Mergers within the expected timeframe and integrates the businesses of CECO and PMFG. In addition, the market price of each company's common stock may reflect various market assumptions as to whether and when the Mergers will be completed. Consequently, the completion of, the failure to complete, or any delay in the completion of the Mergers could result in significant changes in the respective market prices of CECO or PMFG common stock.

Whether or not the Mergers are completed, the pendency of the transaction could cause disruptions in the businesses of CECO and PMFG, which could have an adverse effect on their businesses and financial results.

These disruptions could include the following:

current and prospective employees may experience uncertainty about their future roles with the combined company or consider other employment alternatives, which might adversely affect CECO's and PMFG's ability to retain or attract their respective key managers and other employees;

current and prospective customers of CECO or PMFG may experience variations in levels of services as the companies prepare for integration or may anticipate change in how they are served and may, as a result, choose to discontinue their service with either company or choose another provider; and

the attention of management of each of CECO and PMFG may be diverted from the operation of the businesses toward the completion of the Mergers.

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Obtaining required approvals and satisfying closing conditions may delay or prevent completion of the Mergers and may significantly reduce the benefits anticipated to be realized from the Mergers or could adversely affect the market price of CECO common stock or PMFG common stock or their future business and financial results.

Completion of the Mergers is subject to various closing conditions, including (a) PMFG's stockholders adopting the Merger Agreement at the PMFG Special Meeting, (b) CECO's stockholders approving the Share Issuance at the CECO Special Meeting and (c) the approval or expiration or termination of the waiting period under the HSR Act (which occurred on June 12, 2015). If such conditions are not satisfied, the Mergers will not be consummated. Such conditions may jeopardize or delay completion of the Mergers or may reduce the anticipated benefits of the Mergers. Further, no assurance can be given that the required consents and approvals will be obtained or that the required conditions to closing will be satisfied. Even if all such consents and approvals are obtained, no assurance can be given as to the terms, conditions and timing of the consents and approvals or that they will satisfy the terms of the Merger Agreement. Please refer to *The Merger Agreement Conditions to the Closing of the Mergers* beginning on page 172 for a discussion of the conditions to the completion of the Mergers and the parties' obligations to cooperate (including certain limitations thereon) with respect to the receipt of certain consents and approvals. If the Mergers are not completed by November 30, 2015, assuming that the parties to the Merger Agreement do not further extend this deadline by written agreement, either CECO or PMFG may terminate the Merger Agreement. Please refer to *The Merger Agreement Termination* beginning on page 174.

CECO and PMFG must each obtain approval of their respective stockholders to consummate the Mergers, which approvals, if delayed or not obtained, may jeopardize or delay the consummation of the Mergers.

The Mergers are conditioned on, among other things, (a) the adoption of the Merger Agreement by the affirmative vote of the holders of a majority of the outstanding shares of PMFG common stock entitled to vote at the PMFG Special Meeting and (b) the approval of the Share Issuance by the affirmative vote of a majority of the votes present, in person or by proxy, and entitled to vote at the CECO Special Meeting. If the PMFG stockholders do not adopt the Merger Agreement or the CECO stockholders do not approve the Share Issuance, then CECO and PMFG cannot complete the Mergers.

If the Merger Agreement is terminated by either CECO or PMFG because the PMFG stockholders did not adopt the Merger Agreement at the PMFG Special Meeting, then in certain circumstances PMFG may be required to pay up to \$1.6 million of costs and expenses incurred by CECO in connection with the Merger Agreement and related transactions. If the Merger Agreement is terminated by either CECO or PMFG because the CECO stockholders did not approve the Share Issuance at the CECO Special Meeting, then in certain circumstances CECO may be required to pay up to \$1.0 million of costs and expenses incurred by PMFG in connection with the Merger Agreement and related transactions.

Regulatory approvals that are required to consummate the Mergers may not be received, may take longer than expected or may impose conditions that are not presently anticipated.

Under the provisions of the HSR Act, the Mergers may not be completed until filings are made with the Antitrust Division of the DOJ and the FTC and the expiration of a 30-calendar day waiting period (unless the waiting period is set to expire on a weekend or federal holiday, in which case the waiting period is automatically extended until 11:59 p.m. of the next business day), or the early termination of that waiting period, following the parties' filings. If the Antitrust Division of the DOJ or the FTC issues a Request for Additional Information and Documentary Material prior to the expiration of the waiting period, the parties must observe a second 30-calendar day waiting period. On May 18, 2015, CECO and PMFG filed their respective notification and report forms under the HSR Act with the Antitrust Division of the DOJ and the FTC.

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Although the FTC granted early termination of the waiting period under the HSR Act on June 12, 2015, private parties who may be adversely affected by the Mergers and individual states may bring legal actions under the antitrust laws in certain circumstances. Although CECO and PMFG believe the consummation of the Mergers will not likely be prevented by antitrust law, there can be no assurance that a challenge to the Mergers on antitrust grounds will not be made or, if a challenge is made, what the result will be. Under the Merger Agreement, CECO and PMFG have agreed to use their reasonable best efforts to obtain all regulatory clearances necessary to consummate the Merger as promptly as reasonably practicable.

In addition, in order to consummate the Mergers, CECO and PMFG may be required to comply with conditions, terms, obligations or restrictions imposed by regulatory entities and such conditions, terms, obligations or restrictions may have the effect of delaying completion of the Mergers, imposing additional material costs on or materially limiting the revenue of CECO after the completion of the Mergers, or otherwise reducing the anticipated benefits to CECO of the Mergers. In addition, such conditions, terms, obligations or restrictions may result in the delay or abandonment of the Mergers.

If the financing contemplated by the Commitment Letter is not available, and alternative financing cannot be secured, the Mergers may not be completed and CECO may be required to pay a termination fee to PMFG.

CECO intends to finance the cash required in connection with the Mergers, including expenses in connection with the Mergers, with debt financing in accordance with the terms of the Commitment Letter or alternative financing, which CECO has continued to evaluate and explore. The Commitment Letter provides for (a) an additional senior secured amortizing term loan facility in the aggregate principal amount of \$27.1 million, (b) an amendment to CECO's existing Credit Agreement, to allow for the Mergers under the Credit Agreement, and (c) replacement facilities to refinance the senior credit facilities under the Credit Agreement, if the amendment to the Credit Agreement and additional term loan facility is not obtained. In the event some or all of the financing contemplated by the Commitment Letter is not available, CECO is obligated to use its commercially reasonable efforts to obtain alternative financing from alternative institutions in an amount sufficient to enable CECO to consummate the Mergers, with conditions not materially less favorable than those contemplated by the Commitment Letter.

Currently, CECO expects to finance the cash requirement for the Mergers through the proposed Amended and Restated Credit Agreement in lieu of the Commitment Letter. The Amended and Restated Credit Agreement is expected to provide for senior credit facilities consisting of: (a) revolving credit commitments in the aggregate amount of \$80 million and (b) a term loan commitment in the aggregate amount of \$170 million. The closing of the financing through both the Commitment Letter and the proposed Amended and Restated Credit Agreement is subject to customary closing conditions. For a more detailed discussion of the Commitment Letter and the proposed Amended and Restated Credit Agreement, see *Financing and Indebtedness of CECO Following the Mergers* beginning on page 179.

If financing cannot be obtained, the Mergers may not be completed. Due to the fact that there is no financing condition in the Merger Agreement, if CECO is unable to obtain funding from its financing sources for the cash required in connection with the Mergers, CECO could be in breach of the Merger Agreement and may be liable to PMFG for damages or a termination fee of \$9.6 million.

Litigation challenging the Mergers could delay or prevent the completion of the Mergers.

PMFG and members of the PMFG Board, CECO, Merger Sub I, Merger Sub II have been named as defendants in three Lawsuits, which were filed on May 17, 2015, June 29, 2015 and July 17, 2015. In the Lawsuits, the plaintiffs seek, among other things (a) to enjoin the completion of the Mergers on the agreed-upon terms, (b) rescission, to the

extent already implemented, of the Merger Agreement or any of the terms therein, and (c) costs and disbursements and attorneys fees, as well as other equitable relief as the respective courts deem proper. Other litigation may be filed by other stockholders of PMFG also challenging the Mergers.

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One of the conditions to the Mergers is that no temporary restraining order, preliminary or permanent injunction, or other order (as defined in the Merger Agreement) issued by any court of competent jurisdiction or other legal restraint or prohibition preventing the consummation of the Mergers shall be in effect; nor shall there be any statute, rule, regulation or order enacted, entered or enforced that prevents or prohibits the consummation of the Mergers. Consequently, if the plaintiffs in any of these actions secure injunctive or other relief prohibiting, delaying or otherwise adversely affecting the defendants' ability to consummate the Mergers, then such injunctive or other relief may prevent the Mergers from becoming effective within the expected time frame or at all. If consummation of the Mergers is prevented or delayed, it could result in substantial costs to CECO and PMFG. In addition, CECO and PMFG could incur significant costs in connection with such lawsuits, including costs associated with the indemnification of PMFG's directors and officers.

CECO's or PMFG's stock price or financial results could give rise to stockholder litigation and potential liability.

In the past, following periods of volatility in the market price of a company's securities, stockholders have instituted class action securities litigation against those companies. If the price of shares of CECO common stock or PMFG common stock declines following the announcement of the Mergers or the price of shares of CECO common stock declines following the completion of the Mergers and such litigation is instituted, it could result in substantial costs and diversion of management attention and resources, which could significantly harm the company's profitability and reputation.

The financial information presented in this joint proxy statement/prospectus for CECO and PMFG may not be fully comparable due to the different fiscal year-ends of each company.

CECO and PMFG have different fiscal year-ends, and PMFG's fiscal year end does not coincide with calendar quarters. CECO's most recent fiscal year ended December 31, 2014, and its most recent fiscal period ended March 31, 2015. PMFG's most recent fiscal year for which financial information is available ended June 28, 2014, and its most recent fiscal period ended March 28, 2015. Because of the different fiscal year-ends of the companies, the historical financial statements and other financial information pertaining to CECO and PMFG cannot be directly compared in any given period. Moreover, because of the different fiscal years of CECO and PMFG, any cyclical trends in financial condition or results of operations of the two companies may not be fully comparable.

Certain directors and executive officers of CECO may have potential conflicts of interest which may influence their support of the approval of the Share Issuance.

Some of CECO's directors and executive officers may have interests in the Mergers that may be different from, or in addition to, those of CECO stockholders generally. Each of the directors and executive officers of CECO is expected to maintain their position as a director or executive officer with the combined company after completion of the Mergers, and directors and/or executive officers may be awarded bonuses for their work in closing the Mergers. As a result, CECO directors and officers may be more likely to support the Share Issuance than if they did not have those interests. As of the date of this joint proxy statement/prospectus, no agreement to award any such a bonus is currently in place.

Table of Contents***Certain directors and executive officers of PMFG may have potential conflicts of interest which may influence their support of the adoption of the Merger Agreement.***

Some of PMFG's directors and executive officers may have interests in the Mergers that may be different from, or in addition to, those of PMFG stockholders generally. One of PMFG's non-employee directors, Kenneth Hanks, holds PMFG Options to purchase 4,000 shares of PMFG common stock that will be settled for \$3,600 in cash as of the Effective Time. Although the PMFG directors will not become directors of CECO after the Mergers, CECO will indemnify and maintain liability insurance for all of the directors of PMFG for their services as directors before the Mergers. In addition, although no employment decisions have been made as of the date of this joint proxy statement/prospectus for the executive officers of PMFG, each of the executive officers will be entitled to severance compensation if his employment is terminated under specific circumstances following the Mergers. The Merger Agreement also provides that the equity awards held by PMFG executive officers and directors will accelerate and be paid in cash in connection with the First Merger. The equity awards held by the PMFG executive officers and directors that will be paid in cash in connection with the First Merger will reduce the aggregate Cash Consideration that would otherwise be paid to PMFG stockholders in the First Merger. Further, unlike the shares held by PMFG stockholders, those equity awards will not be subject to the proration and reallocation procedures in the Merger Agreement in the event that the cash elections by the PMFG stockholders are oversubscribed, as described in more detail in *The Mergers Electing the Form of Merger Consideration* beginning on page 134. In addition, each of PMFG's executive officers has either an employment and severance agreement that would entitle the executive officers to severance compensation if they are terminated in connection with a change in control. See *The Mergers Interests of PMFG Directors and Executive Officers in the Mergers* beginning on page 141 and *The Mergers Golden Parachute Compensation* beginning on page 147 for a discussion of these interests for each executive officer. As a result, PMFG directors and executive officers may be more likely to support the adoption of the Merger Agreement than if they did not have those interests.

The exercise of PMFG's directors and executive officers' discretion in agreeing to changes or waivers in the terms of the Merger Agreement may result in a conflict of interest when determining whether such changes to the terms of the Merger Agreement or waivers of conditions are appropriate and in PMFG's stockholders' best interest.

In the period leading up to the closing of the First Merger, events may occur that would cause PMFG to agree to amend the Merger Agreement, to consent to certain actions taken by CECO, or to waive rights that PMFG is entitled to under the Merger Agreement. Such events could arise because of a request by CECO to undertake actions that would otherwise be prohibited by the terms of the Merger Agreement. In any of those circumstances, the PMFG Board would have discretion as to whether to grant its consent or waive its rights. As of the date of this joint proxy statement/prospectus, PMFG does not believe there will be any changes or waivers that its directors and officers would be likely to make after stockholder adoption of the Merger Agreement has been obtained. However, the financial and personal interests of PMFG's directors and executive officers may result in a conflict of interest on the part of one or more of the directors or the executive officers between what he or she may believe is best for PMFG and what he or she may believe is best for himself or herself in determining whether or not to take the requested action. Although certain changes could be made without further stockholder approval, PMFG will circulate a new or amended joint proxy statement/prospectus and resolicit approval of the First Merger from its stockholders, to the extent required by law, if changes to the terms of, or waivers under, the Merger Agreement could render the statements in this joint proxy statement/prospectus materially misleading.

If the Mergers are not completed, the price of PMFG common stock and future business and operations could be harmed.

If the Mergers are not completed, PMFG may be subject to material risks, including:

if PMFG Board seeks another merger or business combination, PMFG stockholders cannot be certain that PMFG will be able to find a party willing to offer equivalent or more attractive consideration than the Merger Consideration CECO has agreed to provide in the First Merger;

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failure to complete the Mergers may result in negative publicity and a negative impression of PMFG in the investment community;

the price of PMFG common stock may decline to the extent that the current market price of PMFG common stock reflects a higher price than it otherwise would have based on the assumption that the Mergers will be completed;

certain of PMFG's costs related to the Mergers, such as legal, accounting and certain financial advisory fees, must be paid even if the Mergers are not completed;

the diversion of management attention from PMFG's day-to-day business and the unavoidable disruption to its employees and its relationships with clients as a result of efforts and uncertainties relating to the Mergers may detract from PMFG's ability to grow revenue and minimize costs, which, in turn, may lead to a loss of market position that PMFG could be unable to regain if the Mergers do not occur; and

under the Merger Agreement, PMFG is subject to certain restrictions on the conduct of its business prior to completing the Mergers, which may affect its ability to execute certain of its business strategies.

Stockholders may sell substantial amounts of PMFG common stock in the public market, which is likely to depress the price of PMFG common stock, particularly following an announcement, or anticipated announcement, that the Mergers may not be completed.

A significant number of shares of PMFG common stock may be sold at any time prior to the Mergers. If PMFG's current stockholders sell PMFG common stock in the public market prior to the Mergers, it is likely that arbitrageurs will acquire such shares. These arbitrageurs would likely sell all such shares in the public market immediately following any announcement, or anticipated announcement, that the Mergers failed, or will likely fail, to close for any reason, which in turn would likely cause the market price of PMFG common stock to decline. In addition to the other negative effects on PMFG, such sales of PMFG common stock might make it more difficult for PMFG to sell equity or equity-related securities in the future if the Mergers are not completed.

The U.S. federal income tax treatment of the Mergers will not be known at the Election Deadline or the time of the CECO Special Meeting or the PMFG Special Meeting, and any position taken that the Mergers qualify as a reorganization might be challenged successfully by the Internal Revenue Service.

The U.S. federal income tax consequences of the Mergers to PMFG stockholders will depend on whether the Mergers qualify as a reorganization under Section 368(a) of the Code. If on or before the closing date of the First Merger, PMFG receives an opinion from its counsel, Jones Day, and CECO receives an opinion from its counsel, Squire Patton Boggs (US) LLP, to the effect, in each case, that the Mergers qualify as a reorganization under Section 368(a) of the Code, then PMFG and CECO will each report the Mergers as such for U.S. federal income tax purposes. If either PMFG or CECO does not receive such an opinion, PMFG and CECO will each treat the Mergers as a taxable disposition of the PMFG common stock by the PMFG stockholders to CECO.

If the Mergers qualify as a reorganization under Section 368(a) of the Code, U.S. holders of PMFG common stock generally will recognize gain, but not loss, equal to the lesser of (a) the amount of cash received in exchange for PMFG common stock in the First Merger or (b) the excess of the amount realized in the transaction (the fair market

value of CECO common stock on the closing date of the First Merger plus the amount of cash received in exchange for PMFG common stock in the First Merger) over their tax basis in their surrendered PMFG common stock. If the Mergers do not qualify as a reorganization under Section 368(a) of the Code, U.S. holders of PMFG common stock generally will recognize capital gain or loss equal to the difference between their tax basis in their shares of PMFG common stock and the sum of the fair market value, on the closing date of the First Merger, of the CECO common stock and cash received in exchange for PMFG common stock.

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Delivery of tax opinions is not a condition to the closing of the Mergers and no assurance can be given that the opinions will be delivered.

The tax treatment of the Mergers will not be known at the Election Deadline or prior to the Effective Time. Therefore, it will not be known at the PMFG Special Meeting whether the opinions will be delivered. CECO will make a public announcement on or soon after the Effective Time as to whether the opinions have been delivered. Neither CECO nor PMFG will resolicit stockholder votes, nor reopen the Merger Consideration election period, in the event that the Mergers do not qualify as a reorganization under Section 368(a) of the Code.

Furthermore, even if each counsel's opinion is received and the parties treat the Mergers as a reorganization under Section 368(a) of the Code, the Internal Revenue Service (the "IRS") might successfully assert a contrary position.

Risks Relating to the Combined Company Following the Mergers

The integration of CECO and PMFG following the Mergers may present significant challenges and impair CECO's ability to realize the anticipated benefits of the Mergers in the anticipated time frame or at all.

CECO's ability to realize the anticipated benefits of the Mergers will depend, to a large extent, on CECO's ability to integrate PMFG's businesses into CECO in the anticipated time frame or at all. CECO may face significant challenges in combining PMFG's operations into its operations in a timely and efficient manner. The combination of two independent businesses is a complex, costly and time-consuming process. As a result, CECO will be required to devote significant management attention and resources to integrating the business practices and operations of PMFG into CECO. The integration process may disrupt the businesses and, if implemented ineffectively or inefficiently, would preclude realization of the full benefits expected by CECO and PMFG. The failure to successfully integrate PMFG into CECO and to manage the challenges presented by the integration process successfully may result in an interruption of, or loss of momentum in, the business of CECO or PMFG, which may have the effect of depressing the market price of CECO common stock following the Effective Time.

CECO may be unable to realize anticipated cost synergies or may incur additional costs.

CECO has identified approximately \$15.0 million in pre-tax cost synergies, which are expected to be realized over 24 months following consummation of the Merger. CECO expects that these will result from combining the sales and general and administrative functions of the two companies. To realize these synergies, CECO expects to incur costs of approximately \$3 million over a 24-month period after the closing of the Mergers. While CECO's management believes that these cost synergies are achievable, CECO may be unable to realize all of these cost synergies within the time frame expected or at all. In addition, CECO may incur additional or unexpected costs in order to realize these cost synergies.

The Mergers may not be accretive and may cause dilution to the combined company's earnings per share, which may negatively affect the price of the common stock of the combined company following completion of the Mergers.

CECO currently anticipates that the Mergers will be accretive to the earnings per share of the combined company in 2016 by approximately 7.2% on a non-GAAP basis (or dilutive by approximately 2.1% on a GAAP basis) and in 2017 by approximately 12.4% on a non-GAAP basis (or accretive by approximately 5.1% on a GAAP basis). This expectation is based on preliminary estimates and assumes certain synergies expected to be realized by the combined company over a 24-month period following the completion of the Mergers, including \$15.0 million of cost savings. Such estimates and assumptions could materially change due to additional transaction-related costs, delays in

regulatory approvals, the failure to realize any or all of the benefits expected in the Mergers or other factors beyond the control of CECO and PMFG. All of these factors could delay, decrease or eliminate the expected accretive effect of the Mergers and cause resulting dilution to the combined company's earnings per share or to the price of the common stock of the combined company.

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The unaudited pro forma financial statements are presented for illustrative purposes only and should not be viewed as a forecast of CECO's financial condition or results of operations following the Mergers.

The unaudited pro forma financial statements have been derived from the historical financial statements of CECO and PMFG and certain adjustments and assumptions have been made regarding CECO after giving effect to the Mergers. The information upon which these adjustments and assumptions have been made is preliminary, and these kinds of adjustments and assumptions are difficult to make with complete accuracy. Moreover, the unaudited pro forma financial statements do not reflect all costs that are expected to be incurred or savings to be achieved by the combined company in connection with the Mergers. For example, neither the impact of any incremental costs incurred in integrating the two companies nor any potential cost savings is reflected in the unaudited pro forma financial statements. As a result, the actual financial condition and results of operations of CECO following the Mergers will likely not be consistent with, or evident from, and may differ materially from, these unaudited pro forma financial statements. In addition, the assumptions used in preparing the unaudited pro forma financial information may not prove to be accurate, and other factors may affect CECO's financial condition or results of operations following the Mergers. Therefore, stockholders of CECO and the stockholders of PMFG should not place undue reliance on the pro forma financial statements when deciding whether to vote for their respective proposals relating to the Mergers. Please refer to *Unaudited Pro Forma Condensed Combined Financial Statements* beginning on page 185.

CECO will incur significant transaction costs related to the Mergers.

CECO expects to incur approximately \$6.7 million of transaction costs related to the Mergers. In addition, CECO will incur integration and restructuring costs following the completion of the Mergers as it integrates the businesses of PMFG with those of CECO. Although CECO expects that the realization of efficiencies related to the integration of the businesses will offset incremental transaction, integration and restructuring costs over time, CECO cannot give any assurance that this net benefit will be achieved in the near term, or at all.

CECO will have a substantial amount of debt outstanding following the Mergers and may incur additional indebtedness in the future, which could restrict CECO's ability to pay dividends and fund working capital and planned capital expenditures.

CECO will incur approximately \$55 million of additional debt in order to complete the Mergers and repay PMFG's debt. Following the Mergers, CECO is expected to have approximately \$180 million of debt outstanding. This amount of leverage could have important consequences, including:

CECO may be required to use a substantial portion of CECO's cash flow from operations to make interest payments on CECO's debt, which will reduce funds available for operations, future business opportunities and dividends;

CECO may have limited flexibility to react to changes in CECO's business and its industry;

it may be more difficult for CECO to satisfy its other obligations;

CECO may have a limited ability to borrow additional funds or to sell assets to raise funds if needed for working capital, capital expenditures, acquisitions or other purposes;

CECO may become more vulnerable to general adverse economic and industry conditions, including changes in interest rates; and

CECO may be at a disadvantage compared to its competitors that have less debt.

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CECO currently expects its cash interest expense to be approximately \$6 million in fiscal year 2016 assuming consummation of the Mergers by December 31, 2015. Future interest expense will be significantly higher than historic interest expense as a result of higher levels of indebtedness incurred to consummate the Mergers. CECO's ability to make payments on its debt and to pay dividends on its common stock will depend on its ability to generate cash in the future, which will depend on many factors beyond its control. CECO cannot assure you that:

its business will generate sufficient cash flow from operations to service and repay its debt, pay dividends on its common stock and fund working capital and planned capital expenditures;

future borrowings will be available under its credit facilities or any future credit facilities in an amount sufficient to enable it to repay its debt, pay dividends on its common stock and fund working capital and planned capital expenditures; or

it will be able to refinance any of its debt on commercially reasonable terms or at all.

If CECO cannot generate sufficient cash from its operations to meet its debt service obligations, CECO may need to reduce or delay capital expenditures, the development of its business generally and any acquisitions. If CECO becomes unable to meet its debt service and repayment obligations, CECO would be in default under the terms of its credit agreement, which would allow its lenders to declare all outstanding borrowings to be due and payable. If the amounts outstanding under its credit facilities were to be accelerated, CECO cannot assure you that its assets would be sufficient to repay in full the money owed.

Restrictions in CECO's debt agreements may prevent CECO from paying dividends.

CECO's ability to pay dividends will be restricted by current and future agreements governing its debt, including its current credit agreement and the financing agreements expected to be in place upon consummation of the First Merger. Please refer to *Financing and Indebtedness of CECO Following the Mergers* beginning on page 179.

The aggregate ownership and voting interest of the current PMFG stockholder in CECO after the Mergers will be lower than they currently have in PMFG and they will exercise less influence over management of CECO than they currently exercise over management of PMFG.

After the Effective Time, PMFG stockholders who receive the Stock Consideration in the First Merger will own in the aggregate a significantly smaller percentage of CECO common stock than they currently own of PMFG common stock. Immediately following the Mergers, those stockholders are expected to own in the aggregate (excluding any shares of CECO common stock they may own or acquire prior to consummation of the First Merger) between approximately []% and []% of the outstanding shares of CECO common stock, based on the number of shares of CECO common stock and PMFG common stock outstanding on []. Consequently, if CECO's management pursues strategies or undertakes risks that differ from the investment preferences of PMFG's stockholders, PMFG stockholders will have less influence over the management and policies of CECO than they currently exercise over the management and policies of PMFG.

The shares of CECO common stock to be received by PMFG stockholders as a result of the First Merger will have different rights from the shares of PMFG common stock.

PMFG stockholders' rights are currently governed by the PMFG certificate of incorporation, the PMFG bylaws and Delaware law. Those PMFG stockholders who receive the Stock Consideration in the First Merger will, upon completion of the First Merger, become stockholders of CECO and their rights will be governed by the CECO certificate of incorporation, the CECO by-laws and Delaware law. Please refer to *Comparison of Rights of Common Stockholders of CECO and Common Stockholders of PMFG* beginning on page 204.

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The Share Issuance may cause the market price of CECO common stock to decline.

In connection with the completion of the Mergers, based on the number of shares outstanding on [], CECO expects to issue between [] million and [] million shares of CECO common stock, which will represent between []% and []% of the issued and outstanding shares of CECO after completion of the Mergers. CECO expects that some PMFG stockholders who receive CECO shares are likely to sell them promptly, especially PMFG stockholders who elected to receive the Cash Consideration. Both the issuance of this amount of new shares and the subsequent sales of these shares may cause the market price of CECO common stock to decline.

Risks Relating to PMFG

PMFG is, and will continue to be, subject to the risks described in Part I, Item 1A in PMFG's Annual Report on Form 10-K for the year ended June 28, 2014, and incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 223 for the location of the PMFG information incorporated by reference into this joint proxy statement/prospectus.

Risks Relating to CECO

CECO is, and will continue to be, subject to the risks described in Part I, Item 1A in CECO's Annual Report on Form 10-K for the year ended December 31, 2014, and incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 223 for the location of the CECO information incorporated by reference into this joint proxy statement/prospectus.

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THE COMPANIES

CECO, Merger Sub I and Merger Sub II

CECO is a leading global environmental technology company focused on critical solutions in the product recovery, air pollution control, fluid handling and filtration industries. CECO was incorporated in the State of New York in 1966 and reincorporated in the State of Delaware in January 2002. CECO has been publicly traded since January 1, 1978 and its common stock currently trades on NASDAQ under the symbol CECE.

CECO operates through three principal groups, each of which is a reportable segment: (1) Air Pollution Control, (2) Energy and (3) Fluid Handling and Filtration. By combining the efforts of certain or all of these segments, CECO is able to offer complete full systems to our customers and leverage the operational efficiencies between its family of technology companies.

During 2014, CECO operated its business under the following three reportable segments:

Air Pollution Control Segment, product recovery and air pollution control technologies, comprised of the following: Adwest Technologies, Inc., HEE-Duall Air and Odor Technologies, Busch International, Entrol-Buell Energy Cyclones, Flex-Kleen Dust Collection Technologies, Fisher-Klosterman, Kirk & Blum, KB Duct and SAT Technology.

Energy Segment, customized solutions for the power and petrochemical industry, comprised of the following: Aarding Thermal Acoustics, Effox-Flexor, AVC Specialists and Zhongli.

Fluid Handling and Filtration Segment, high quality pump, filtration and fume exhaust solutions, comprised of the following: Met-Pro Global Pump Solutions, Mefiag Filtration Solutions, Keystone Filtration Solutions, CECO Filters and Strobic Air.

CECO's principal executive offices are located at 4625 Red Bank Road, Suite 200, Cincinnati, Ohio 45227 and the telephone number at that location is (513) 458-2600.

Top Gear Acquisition Inc. is a Delaware corporation and Top Gear Acquisition II LLC is a Delaware limited liability company. Each is a wholly owned subsidiary of CECO. Both of these companies were incorporated on April 30, 2015 solely for the purpose of effecting the Mergers, pursuant to the Merger Agreement.

Additional information about CECO and its subsidiaries is included in the CECO documents incorporated by reference into this joint proxy statement/prospectus. Please refer to *Where You Can Find More Information* beginning on page 223.

PMFG

PMFG, Inc. was incorporated in Delaware on August 15, 2008, as part of a holding company reorganization. Through its operating subsidiary, Peerless Mfg. Co., PMFG has been in business for over 80 years. PMFG is a leading provider of custom-engineered systems and products designed to help ensure that the delivery of energy is safe, efficient and clean.

PMFG primarily serves the markets for natural gas infrastructure, power generation and refining and petrochemical processing. With the acquisition in March 2014 of substantially all of the assets of Combustion Components Associates, Inc., PMFG expanded the markets it serves to include industrial and utility industries. PMFG offers a broad range of separation and filtration products, Selective Catalytic Reduction systems, Selective Non-Catalytic Reduction systems, low emissions burner and related combustion systems and other complementary products including pulsation dampeners and silencers. Its primary customers include original equipment manufacturers, engineering contractors, commercial and industrial companies and operators of power facilities. PMFG works closely with customers to design, custom-engineer and fabricate its systems and products to meet its customers' specific needs. Its products and systems are marketed worldwide. In the fiscal year ended June 28, 2014, PMFG generated over \$130 million in revenue and ended the fiscal year with approximately 500 employees.

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PMFG's Process Products segment produces specialized systems and products that remove contaminants from gases and liquids, improving efficiency, reducing maintenance and extending the life of energy infrastructure. The segment also includes industrial silencing equipment to control noise pollution on a wide range of industrial processes.

PMFG's Environmental Systems segment designs, engineers and installs highly efficient systems for combustion modification, fuel conversions and post-combustion nitrogen oxide control for both new and existing sources. These environmental control systems are used for air pollution abatement and converting burners to accommodate alternative sources of fuel. System applications include combustion systems, Selective Catalytic Reduction systems and Selective Non-Catalytic systems.

PMFG common stock, \$0.01 par value per share, is traded on NASDAQ under the symbol PMFG.

PMFG's principal executive offices are located at 14651 Dallas Parkway, Suite 500, Dallas, Texas 75254 and the telephone number is (214) 357-6181.

Additional information and PMFG and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. Please refer to *Where You Can Find More Information* beginning on page 223.

Material Contracts Between CECO and PMFG

Except as set forth in this joint proxy statement/prospectus, since January 1, 2012 neither CECO nor any of CECO's affiliates, including Merger Sub I and Merger Sub II, have any past, present or proposed material contracts, arrangements, understandings, relationships, negotiations or transactions with PMFG or PMFG's affiliates, including with respect to: (a) a merger, consolidation or acquisition, other than the Merger Agreement; (b) a tender offer or other acquisition of securities, other than the Merger Agreement; (c) an election of directors, other than the constitution of the PMFG Board following closing of the Mergers pursuant to the Merger Agreement; or (d) a sale or other transfer of a material amount of assets, other than as contemplated pursuant to the Merger Agreement.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF CECO

The following table sets forth selected historical consolidated financial information for CECO and its subsidiaries as of and for the fiscal years ended December 31, 2014, 2013, 2012, 2011 and 2010 and for the three months ended March 31, 2015 and 2014. The statement of income data for each of the three fiscal years ended December 31, 2014, 2013 and 2012 and the balance sheet data as of December 31, 2014 and 2013 have been obtained from CECO's audited consolidated financial statements contained in its Annual Report on Form 10-K for the fiscal year ended December 31, 2014, which are incorporated by reference into this joint proxy statement/prospectus. The statement of income data for the years ended December 31, 2011 and 2010 and the balance sheet data as of December 31, 2012, 2011 and 2010 have been obtained from CECO's audited consolidated financial statements for such years, which are not incorporated into this document by reference. The statement of income data for the three months ended March 31, 2015 and 2014 and the balance sheet data as of March 31, 2015 have been obtained from CECO's unaudited consolidated financial statements included in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, which is incorporated by reference into this joint proxy statement/prospectus. The balance sheet data as of March 31, 2014 have been obtained from CECO's unaudited consolidated financial statements for the quarter ended March 31, 2014, which are not incorporated into this document by reference. In the opinion of CECO's management, the unaudited consolidated financial data include all adjustments, consisting of only normal recurring adjustments, considered necessary for a fair statement of this information.

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The information set forth below should be read in conjunction with CECO's Management's Discussion and Analysis of Financial Condition and Results of Operations included in CECO's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, and included in CECO's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2015, which are incorporated by reference in this joint proxy statement/prospectus. For additional information on documents incorporated by reference in this joint proxy statement/prospectus, see *Where You Can Find More Information* beginning on page 223.

	Three months ended March 31, March 31, 2015 2014 (Unaudited)		Years ended December 31, 2014 2013 2012 2011 2010				
	(In thousands, except per share data)						
Selected Operating Statement Data(1)							
Net sales	\$ 80,985	\$ 57,170	\$ 263,217	\$ 197,317	\$ 135,052	\$ 139,192	\$ 140,602
Gross profit	20,975	19,729	84,823	61,555	42,443	38,168	32,653
Income from continuing operations	2,979	5,492	21,663	6,972	16,683	11,723	3,676
Net income	198	3,021	13,077	6,557	10,850	8,272	2,105
Basic earnings per common share	0.01	0.12	0.51	0.33	0.73	0.58	0.15
Diluted earnings per common share	0.01	0.12	0.50	0.32	0.65	0.51	0.15
Selected Balance Sheet Data							
Current assets	\$ 151,021	\$ 114,387	\$ 142,967	\$ 124,436	\$ 64,321	\$ 53,470	\$ 48,452
Current liabilities	83,874	49,027	75,351	59,333	27,540	23,609	26,497
Working capital	67,147	65,360	67,616	65,103	36,781	29,861	21,955
Current ratio	1.80	2.33	1.90	2.10	2.34	2.26	1.83
Total assets	417,428	335,807	414,365	349,210	94,104	79,345	74,791
Short-term debt	11,463	6,909	8,887	9,922			
Long-term debt(2)	101,442	75,264	103,541	79,160		9,600	10,800
Shareholders' equity	179,332	171,868	181,224	170,406	61,994	42,990	35,174
Total capitalization	280,774	247,132	284,765	249,566	61,994	52,590	45,974
Other Financial Data							
Dividends declared per common share	\$ 0.066	\$ 0.05	\$ 0.23	\$ 0.21	\$ 0.16	\$ 0.05	\$
Dividends paid	1,739	1,284	5,937	4,337	2,460	728	
Weighted average shares outstanding basic	26,271	25,606	25,751	20,117	14,813	14,386	14,308
Weighted average shares outstanding diluted	26,661	26,116	26,197	20,720	17,246	17,115	17,102

(1)

Results of operations from acquired businesses are included from the date of acquisition forward. The fair value of assets and liabilities, inclusive of changes resulting from operating the businesses, are included in the first period ended after the date of each acquisition, and all periods thereafter. Acquisitions consist of the following: (i) Adwest Technologies, Inc. in December 2012, (ii) Aarding Thermal Acoustics B.V. in March 2013, (iii) Met-Pro in August 2013, (iv) HEE Environmental Engineering in August 2014, (v) SAT Technology, Inc. in September 2014, (vi) Emtrol LLC in November 2014, and (vii) Jiangyin Zhongli Industrial Technology Co. Ltd. in December 2014.

- (2) Long-term debt as of December 31, 2011 and 2010 consisted of convertible subordinated notes, including \$3,950 to related parties for both periods.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF PMFG

The following table sets forth selected historical consolidated financial information for PMFG and its subsidiaries as of and for the fiscal years ended June 28, 2014, June 29, 2013, June 30, 2012, July 2, 2011 and June 30, 2010 and for the nine months ended March 28, 2015 and March 29, 2014. The statement of operations data for each of the three fiscal years ended June 28, 2014, June 29, 2013, and June 30, 2012 and the balance sheet data as of June 28, 2014 and June 29, 2013 have been obtained from PMFG's audited consolidated financial statements contained in its Annual Report on Form 10-K for the fiscal year ended June 28, 2014, which are incorporated by reference into this joint proxy statement/prospectus. The statement of operations data for the years ended July 2, 2011 and June 30, 2010 and the balance sheet data as of June 30, 2012, July 2, 2011, and June 30, 2010 have been obtained from PMFG's audited consolidated financial statements for such years, which are not incorporated into this document by reference. The statement of operations data for the nine months ended March 28, 2015 and March 29, 2014 and the balance sheet data as of March 28, 2015 have been obtained from PMFG's unaudited consolidated financial statements included in its Quarterly Report on Form 10-Q for the quarter ended March 28, 2015, which is incorporated by reference into this joint proxy statement/prospectus. The balance sheet data as of March 29, 2014 have been obtained from PMFG's unaudited consolidated financial statements for the quarter ended March 29, 2014, which are not incorporated into this document by reference. In the opinion of PMFG's management, the unaudited consolidated financial data include all adjustments, consisting of only normal recurring adjustments, considered necessary for a fair statement of this information.

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The information set forth below should be read in conjunction with PMFG's Management's Discussion and Analysis of Financial Condition and Results of Operations included in PMFG's Annual Report on Form 10-K for the fiscal year ended June 28, 2014, and included in PMFG's Quarterly Report on Form 10-Q for the fiscal quarter ended March 28, 2015, which are incorporated by reference in this joint proxy statement/prospectus. For additional information on documents incorporated by reference in this joint proxy statement/prospectus, see *Where You Can Find More Information* beginning on page 223.

	Nine months ended			Fiscal year ended			
	March 28, 2015	March 29, 2014	June 28, 2014	June 29, 2013	June 30, 2012	July 2, 2011	June 30, 2010
	(Unaudited)						
	(In thousands, except per share data)						
Selected Operating Statement Data:							
Revenue	\$ 120,945	\$ 90,958	\$ 130,650	\$ 133,892	\$ 135,318	\$ 121,794	\$ 116,775
Gross profit	36,212	25,878	35,896	46,800	41,235	38,407	42,435
Operating income (loss)	(1,154)	(6,852)	(37,240)	818	475	(2,227)	8,348
Net earnings (loss)	(1,545)	(8,259)	(38,318)	(1,488)	(1,038)	5,861	(4,182)
Less net earnings (loss) attributable to non-controlling interest	263	117	66	592	(62)	112	(19)
Net earnings (loss) attributable to PMFG, Inc.	(1,808)	(8,376)	(38,384)	(2,080)	(976)	5,749	(4,163)
Dividends on preferred stock						(722)	(1,044)
Earnings (loss) applicable to PMFG, Inc. common stockholders	\$ (1,808)	\$ (8,376)	\$ (38,384)	\$ (2,080)	\$ (976)	\$ 5,027	\$ (5,207)
Basic earnings (loss) per share	\$ (0.09)	\$ (0.40)	\$ (1.82)	\$ (0.10)	\$ (0.05)	\$ 0.29	\$ (0.38)
Diluted earnings (loss) per share	\$ (0.09)	\$ (0.40)	\$ (1.82)	\$ (0.10)	\$ (0.05)	\$ 0.28	\$ (0.38)

Selected Balance Sheet**Data:**

Current assets	\$ 105,886	\$ 113,781	\$ 104,834	\$ 108,473	\$ 122,286	\$ 81,139	\$ 82,306
Current liabilities	54,697	51,994	49,725	33,471	45,019	37,231	34,306
Working capital	51,189	61,787	55,109	75,002	77,267	43,908	48,000
Current ratio	1.94	2.19	2.11	3.24	2.72	2.18	2.40
Total assets	166,961	200,330	167,223	180,111	183,279	140,709	143,081
Current maturities of long-term debt	2,409	2,210	2,408			2,600	4,000
Long-term debt, net of current portion	12,748	15,160	14,149	8,719		9,971	16,221
Total equity (1)	93,717	127,205	97,472	131,886	130,886	85,041	57,147
Total capitalization	106,465	142,365	111,621	140,605	130,886	95,012	73,368

Other Financial Data:

Dividends declared per common share	\$	\$	\$	\$	\$	\$	\$
Dividends paid	\$	\$	\$	\$	\$	\$	\$
Weighted average shares outstanding Basic	21,266	21,092	21,086	20,930	18,810	16,091	13,716
Weighted average shares outstanding Diluted	21,266	21,092	21,086	20,930	18,810	16,662	13,716

- (1) The increase in PMFG stockholders' equity in fiscal 2012 resulted primarily from a public offering of PMFG common stock, and the increase in PMFG stockholders' equity in fiscal 2011 resulted primarily from the conversion of preferred stock to common stock during the year and PMFG's net earnings for the year.

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**ADJUSTED UNAUDITED PMFG INFORMATION
(TO ACCOUNT FOR DIFFERENT FISCAL YEAR ENDS)**

CECO's most recent fiscal year end was December 31, 2014, and PMFG's most recent fiscal year end for which financial information was available was June 28, 2014. In order to provide stockholders with more comparable information, and for the purpose of preparing unaudited pro forma information, PMFG has computed certain financial information for PMFG as if PMFG's most recent fiscal year end was December 31, 2014. This information is unaudited and derived from PMFG's audited financial statements as of June 28, 2014, and its unaudited financial statements as of December 27, 2014, December 28, 2013 and March 28, 2015. Management of CECO and PMFG believe this presentation provides holders with better information given the presentation of comparable results for equal twelve-month periods.

The table below contains the pro forma income statement of PMFG for the twelve months ended December 27, 2014. This information was derived as follows:

1. For each line item, the information for the six months ended December 28, 2013 (from PMFG's Quarterly Report on Form 10-Q for the six months ended December 28, 2013) was subtracted from the information for the twelve months ended June 28, 2014 (from PMFG's Annual Report on Form 10-K for the year ended June 28, 2014). This produced the information for the six months ended June 28, 2014.
2. The information for the six months ended June 28, 2014 was then added to the information for the six months ended December 27, 2014 (from PMFG's Quarterly Report on Form 10-Q for the six months ended December 27, 2014) to derive information for the twelve months ended December 27, 2014.

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The table below also contains the unaudited income statement of PMFG for the three months ended March 28, 2015. This information was derived from PMFG's Quarterly Report on Form 10-Q for the nine months ended March 28, 2015. In preparing the following presentation, certain reclassifications were made to PMFG's publicly reported financial statements in order to conform to CECO's presentation.

**Pro forma statement of income (loss) for the twelve months ended
December 27, 2014**

	Three Months ended March 28, 2015(1)	Twelve months ended June 28, 2014(2)	Six months ended December 28, 2013(3)	Six months ended June 28, 2014(4)	Six months ended December 27, 2014(5)	Twelve months ended December 27, 2014(6)
(In thousands)						
Revenue	\$ 34,766	\$ 130,650	\$ 58,684	\$ 71,966	\$ 86,179	\$ 158,145
Cost of sales	26,185	94,754	40,849	53,905	58,548	112,453
Gross profit	8,581	35,896	17,835	18,061	27,631	45,692
Selling and administrative(7)	11,143	45,187	20,741	24,446	25,703	50,149
Acquisition expenses(7)		576		576		576
Amortization expenses(7)	145	742	330	412	375	787
Loss on impairment of intangibles and goodwill		26,631		26,631		26,631
Operating income (loss)	(2,707)	(37,240)	(3,236)	(34,004)	1,553	(32,451)
Other (expense) income, net	1,108	(687)	(369)	(318)	440	122
Interest expense	(674)	(1,668)	(706)	(962)	(817)	(1,779)
Income (loss) before taxes	(2,273)	(39,595)	(4,311)	(35,284)	1,176	(34,108)
Income tax benefit (expense)	(38)	1,277	(184)	1,461	(409)	1,052
Net income (loss)	\$ (2,311)	\$ (38,318)	\$ (4,495)	\$ (33,823)	\$ 767	\$ (33,056)
Less income (loss) attributable to non-controlling interest	62	66	100	(34)	201	167
NET INCOME (LOSS) ATTRIBUTABLE TO PMFG	\$ (2,373)	\$ (38,384)	\$ (4,595)	\$ (33,789)	\$ 566	\$ (33,223)
Per share data:						
Basic (loss) income per share	\$ (0.11)	\$ (1.82)	\$ (0.22)	\$ (1.60)	\$ 0.03	\$ (1.57)
Diluted (loss) income per share	\$ (0.11)	\$ (1.82)	\$ (0.22)	\$ (1.60)	\$ 0.03	\$ (1.57)
Weighted average number of common shares outstanding:						
Basic	21,301	21,086	21,089	21,086	21,250	21,166
Diluted	21,301	21,086	21,089	21,086	21,329	21,166

- (1) Derived from information included in the unaudited financial statements included in PMFG's Quarterly Report on Form 10-Q for March 28, 2015.
- (2) Derived from information included in the audited financial statements included in PMFG's Annual Report on Form 10-K.
- (3) Derived from information included in the unaudited financial statements included in PMFG's Quarterly Report on Form 10-Q for December 28, 2013.
- (4) Represents the mathematical difference between columns (2) and (3) with the exception of shares outstanding. Weighted average number of common shares outstanding was calculated using the weighted average number of shares outstanding for the six-month period ended June 28, 2014. Options and warrants outstanding during the period were excluded because they were anti-dilutive. Because of the net loss in the period options and warrants outstanding during the period had an anti-dilutive effect.
- (5) From unaudited financial statements included in Quarterly Report on Form 10-Q for December 27, 2014.
- (6) Equals columns (4) plus (5) with the exception of shares outstanding. Weighted average number of common shares outstanding was calculated using the weighted average number of shares outstanding for the 12-month period ended December 27, 2014. Options and warrants outstanding during the period were excluded because they were anti-dilutive.
- (7) Selling and administrative is obtained by aggregating (a) Sales and marketing, (b) Engineering and project management and (c) General and administrative from PMFG's historical consolidated statement of operations *minus* amounts shown separately in this pro forma statement of income (loss) for (x) Acquisition expenses and (y) Amortization expenses.

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The unaudited pro forma condensed combined financial data of CECO provided below reflects the pro forma impact of the following:

the acquisition, on November 3, 2014, by CECO, through its subsidiary Fisher-Klosterman, Inc., of 100% of the membership interest of Emtrol LLC, a New York limited liability company (Emtrol), pursuant to a membership interest purchase agreement among CECO and each of the members of Emtrol;

the acquisition, on March 28, 2014, by PMFG, through its subsidiary Peerless Mfg. Co., of substantially all the assets of Combustion Components Associates, Inc., a Connecticut corporation (CCA), other than cash and the stock of a CCA subsidiary, pursuant to an asset purchase agreement among PMFG, CCA and the sole shareholder of CCA; and

the Mergers.

The unaudited pro forma condensed combined balance sheet gives effect to the Mergers as if the Mergers had occurred on March 31, 2015. The unaudited pro forma condensed combined statements of income assume that the transactions described above were consummated on January 1, 2014. The unaudited pro forma condensed combined financial statements are for illustrative purposes only and are not necessarily indicative of the financial results that would have occurred if the transactions described above had been consummated on the dates indicated, nor are they necessarily indicative of the financial position or results of operations in the future. The pro forma adjustments, as described in the accompanying notes to the unaudited pro forma financial information included elsewhere in this joint proxy statement/prospectus, are based upon available information and certain assumptions that are believed to be reasonable as of the date of this joint proxy statement/prospectus.

You should read the historical and pro forma financial data in conjunction with (a) CECO's Annual Report on Form 10-K for the year ended December 31, 2014, (b) CECO's Quarterly Report on Form 10-Q for the period ended March 31, 2015, (c) CECO's Current Report on Form 8-K/A filed with the SEC on January 20, 2015, (d) PMFG's Annual Report on Form 10-K for the year ended June 28, 2014, and (e) PMFG's Quarterly Reports on Form 10-Q for the periods ended December 28, 2013, December 27, 2014 and March 28, 2015. Please see *Where You Can Find More Information* beginning on page 223.

**Pro
forma as
of
and for
the
three months ended
March 31, 2015**

**Pro forma as of
and for the
year ended
December 31, 2014**

**(In thousands, except per share
data and current ratio)**

Selected Operating Statement Data

Net sales	\$ 115,751	\$ 457,214
Loss from operations	(434)	(19,128)
Net loss	(3,063)	(27,611)
Loss per share, basic	(0.09)	(0.83)
Loss per share, diluted	(0.09)	(0.82)

Other Financial Data

Cash dividends paid per share	0.051	0.176
Average common shares, basic	33,320	33,180
Average common shares, diluted	33,709	33,626

Selected Balance Sheet Data

Current assets	\$ 247,818	\$ 245,251
Current liabilities	155,000	149,922
Working capital	92,818	95,329
Current ratio	1.6	1.6
Total assets	648,982	652,758
Long-term obligations	238,583	242,368
Total stockholders' equity	255,399	260,468
Total capitalization	493,982	502,836

Table of Contents**COMPARATIVE PER SHARE MARKET PRICE, DIVIDEND AND OTHER DATA**

CECO common stock is listed and traded on NASDAQ under the symbol CECE. PMFG's common stock is listed and traded on NASDAQ under the symbol PMFG. The following table sets forth, for the calendar quarters indicated, the high and low sale price per share of CECO common stock and PMFG common stock, respectively, as reported on NASDAQ. On [], 2015, the last practicable trading day prior to the date of this joint proxy statement/prospectus, there were [26,424,761] shares of CECO common stock outstanding and [] shares of PMFG common stock outstanding.

	CECO	
	High	Low
<i>For the fiscal quarter ended:</i>		
2013		
March 31, 2013	\$ 14.32	\$ 9.92
June 30, 2013	\$ 13.18	\$ 10.44
September 30, 2013	\$ 14.16	\$ 11.81
December 31, 2013	\$ 19.42	\$ 13.91
2014		
March 31, 2014	\$ 18.90	\$ 14.22
June 30, 2014	\$ 17.29	\$ 13.02
September 30, 2014	\$ 16.00	\$ 13.38
December 31, 2014	\$ 15.90	\$ 12.40
2015		
March 31, 2015	\$ 15.69	\$ 10.20
June 30, 2015	\$ 12.48	\$ 10.86
September 30, 2015 (through [])	\$ []	\$ []
	PMFG	
	High	Low
<i>For the fiscal quarter ended:</i>		
2013		
September 29, 2012	\$ 9.33	\$ 6.36
December 29, 2012	\$ 8.50	\$ 5.58
March 30, 2013	\$ 9.42	\$ 5.98
June 29, 2013	\$ 6.99	\$ 5.45
2014		
September 28, 2013	\$ 8.30	\$ 6.71
December 28, 2013	\$ 9.09	\$ 6.95
March 29, 2014	\$ 9.23	\$ 5.55
June 28, 2014	\$ 6.18	\$ 4.11
2015		
September 27, 2014	\$ 5.80	\$ 4.55
December 27, 2014	\$ 6.82	\$ 4.82
March 28, 2015	\$ 5.90	\$ 3.93
June 27, 2015	\$ 6.75	\$ 4.25

2016

September 26, 2015 (through [])

\$ [] \$ []

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The following table sets forth the closing sale price per share of PMFG common stock and CECO common stock as of May 1, 2015, the last trading day prior to the public announcement of the proposed Mergers, and as of [], 2015, the most recent practicable trading day prior to the date of this joint proxy statement/prospectus. The table also sets forth the implied value of the Merger Consideration proposed for each share of PMFG common stock as of the same two dates. This implied value was calculated by adding (a) 45% of the Cash Consideration and (b) 55% of the value obtained by multiplying the closing sale price of CECO common stock on the relevant date by the applicable Exchange Ratio, and assuming an aggregate of 45% Cash Consideration and 55% Stock Consideration. For purposes of determining the Exchange Ratio used in the table below, the closing price of CECO common stock on the relevant date was used.

	PMFG Common Stock	CECO Common Stock	Implied Value Per Share of PMFG Common Stock
May 1, 2015	\$ 4.62	\$ 11.79	\$ 6.85
[], 2015	[]	[]	[]

The market value of the CECO common stock to be issued in exchange for shares of PMFG common stock upon the completion of the First Merger will not be known at the time of the PMFG Special Meeting. The above tables show only historical comparisons. Because the market prices of CECO common stock and PMFG common stock will likely fluctuate prior to the First Merger, these comparisons may not provide meaningful information to PMFG stockholders in determining whether to adopt the Merger Agreement. Stockholders are encouraged to obtain current market quotations for CECO common stock and PMFG common stock and to review carefully the other information contained in this joint proxy statement/prospectus or incorporated by reference in this joint proxy statement/prospectus. Please refer to *Where You Can Find More Information* beginning on page 223.

The value of the Stock Consideration PMFG stockholders will receive upon completion of the First Merger will depend on the market price of CECO common stock at the Effective Time. Accordingly, no assurance can be given as to the market price of CECO common stock or the market price of PMFG common stock at the Effective Time. Because the Exchange Ratio for the Stock Consideration is subject to minimum and maximum adjustments for changes in the market price of CECO common stock, the market value of the Stock Consideration at the Effective Time may vary significantly from the market value of the shares of CECO common stock that would have been issued in the First Merger if the First Merger had been consummated on the date of the Merger Agreement or on the date of this joint proxy statement/prospectus. The market price of CECO common stock will continue to fluctuate after the Effective Time. Please refer to *Risk Factors* beginning on page 39.

As a result of the proration procedures in the Merger Agreement, if a particular form of Merger Consideration is oversubscribed, then that election will be prorated. Please refer to *The Mergers Electing the Form of Merger Consideration* beginning on page 134.

The following table sets forth for the period presented certain per share information for CECO common stock and PMFG common stock on a historical basis and on an unaudited pro forma basis after giving effect to (a) the acquisition of Emtrol LLC on November 3, 2014, through its subsidiary Fisher-Klosterman, Inc., and (b) the Mergers, under the purchase method of accounting.

The unaudited pro forma PMFG equivalent information was calculated by multiplying the corresponding CECO unaudited pro forma combined information by [], which is the exchange ratio for the Stock Consideration in the pro forma condensed combined financial statements. It does not reflect the \$6.85 Cash Consideration that PMFG stockholders may elect to receive in the First Merger (subject to proration). Please refer to *The Mergers Electing the Form of Merger Consideration* beginning on page 134.

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You should read this information in conjunction with (a) the selected historical consolidated financial data included elsewhere in this joint proxy statement/prospectus, (b) the historical consolidated financial statements of CECO and PMFG and related notes are incorporated by reference into this joint proxy statement/prospectus and (c) the unaudited pro forma financial information and related notes included elsewhere in this joint proxy statement/prospectus. The unaudited pro forma per share information does not purport to represent what the actual results of operations of CECO and PMFG would have been had the Mergers been completed in another period or to project CECO's and PMFG's results of operations that may be achieved if the Mergers are completed.

	CECO	PMFG	CECO	PMFG
	Historical	Historical⁽¹⁾	Unaudited	Unaudited
For Year Ended December 31, 2014			Pro Forma	Pro Forma
			Combined	Equivalent
Net income (loss) per share (basic)	\$ 0.51	\$ (1.57)	\$ (0.83)	\$ (0.50)
Net income (loss) per share (diluted)	0.50	(1.57)	(0.82)	(0.49)
Cash dividends per share	0.23		0.23	0.14

(1) See *Adjusted Unaudited PMFG Information (To Account for Different Fiscal Year Ends)* on pages 56 and 57.

	CECO	PMFG	CECO	PMFG
	Historical	Historical⁽¹⁾	Unaudited	Unaudited
For Quarter Ended March 31, 2015 (unaudited)			Pro Forma	Pro Forma
			Combined	Equivalent
Net income (loss) per share (basic)	\$ 0.01	\$ (0.11)	\$ (0.09)	\$ (0.06)
Net income (loss) per share (diluted)	0.01	(0.11)	(0.09)	(0.05)
Book value per share at period end	6.79	4.13	7.58	4.56
Cash dividends per share	0.066		0.052	0.030

(1) Statement of income information for PMFG, Inc. is for the fiscal quarter ended March 28, 2015. CECO expects to continue to pay quarterly dividends during 2015 but only if and to the extent declared by the CECO Board and subject to various restrictions on CECO's ability to do so. Dividends on CECO's common stock are not cumulative.

Under the terms of the Merger Agreement, PMFG is prohibited from declaring dividends from the date of the Merger Agreement until its termination or the closing of the Mergers.

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THE CECO SPECIAL MEETING

This joint proxy statement/prospectus is being provided to CECO stockholders as part of a solicitation of proxies by the CECO Board for use at the CECO Special Meeting. This joint proxy statement/prospectus contains important information regarding the CECO Special Meeting, the proposals on which you are being asked to vote, information you may find useful in determining how to vote, and voting procedures.

This joint proxy statement/prospectus are being first mailed on or about [], 2015 to all stockholders entitled to vote at the CECO Special Meeting. Stockholders who owned shares of CECO common stock at the close of business on [], 2015, the record date for the CECO Special Meeting, are entitled to receive notice of, attend, and vote at the CECO Special Meeting. As of the close of business on the record date, there were [] shares of CECO common stock outstanding.

Date, Time and Place

The special meeting of stockholders of CECO will be held on [], 2015 at [00:00 a/p.m.], Eastern Time, at 4625 Red Bank Road, Suite 200, Cincinnati, Ohio 45227.

Purpose of the CECO Special Meeting

The special meeting will be held for the purpose of considering and acting upon the following matters:

the approval of the Share Issuance (**CECO Proposal No. 1**);

the approval of an amendment to the Incentive Plan to increase the number of shares of common stock available for issuance thereunder from 2,600,000 to 3,300,000, as set forth in the Second Amended and Restated CECO Environmental Corp. 2007 Equity Incentive Plan, a copy of which is attached to this joint proxy statement/prospectus as Annex D (**CECO Proposal No. 2**); and

the approval of the adjournment of the CECO Special Meeting, if necessary or appropriate (**CECO Proposal No. 3**).

The CECO Board, by unanimous vote, has determined that it is in the best interests of CECO and its stockholders to consummate the Mergers contemplated by the Merger Agreement, and unanimously recommends that stockholders vote FOR the proposal to approve the Share Issuance, FOR the proposal to approve an amendment to the Incentive Plan to increase from 2,600,000 to 3,300,000 the number of shares reserved for issuance under the Incentive Plan and FOR the proposal to approve the adjournment of the CECO Special Meeting, if necessary or appropriate.

Who Can Vote at the CECO Special Meeting

The CECO Board has fixed the close of business on [], 2015 as the record date for the determination of stockholders entitled to notice of and to vote at the CECO Special Meeting.

Only stockholders of record at the close of business on the record date [], 2015, are entitled to receive notice of the CECO Special Meeting and to vote the shares of common stock that they held on that date at the meeting, or any adjournment of the meeting.

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Vote Required for the Proposals

Each outstanding share of CECO's common stock entitles its holder to cast one vote on each matter to be voted upon at the CECO Special Meeting. The vote required to approve the Share Issuance, the amendment of the Incentive Plan to add 700,000 shares to the total number of shares reserved for issuance under the Incentive Plan and the adjournment of the CECO Special Meeting, if necessary or appropriate, is the approval of a majority of the votes present, in person or by proxy, and entitled to vote on the matter at the CECO Special Meeting.

Quorum Requirement

A quorum of stockholders is necessary to hold the CECO Special Meeting. The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of common stock outstanding as of close of business on the record date for the CECO Special Meeting will constitute a quorum. As of [], 2015, the record date for the CECO Special Meeting, [] shares of CECO's common stock were outstanding. Abstentions will be included in the calculation of the number of shares considered present at the meeting for purposes of establishing a quorum. In the event that a quorum is not present at the CECO Special Meeting, CECO expects that the CECO Special Meeting will be adjourned to solicit additional proxies.

Shares Owned by CECO Directors and Executive Officers

At the close of business on the record date for the CECO Special Meeting, directors and executive officers of CECO beneficially owned and were entitled to vote, in the aggregate, approximately [] issued and outstanding shares of CECO common stock, representing approximately []% of the shares of CECO common stock outstanding on that date. The directors and executive officers of CECO have informed CECO that they intend to vote all of the shares of CECO common stock they are entitled to vote (a) FOR the proposal to approve the Share Issuance, (b) FOR the proposal to approve an amendment to the Incentive Plan to increase the number of shares of common stock available for issuance thereunder from 2,600,000 to 3,300,000, and (c) FOR the proposal to approve the adjournment of the CECO Special Meeting, if necessary or appropriate.

Voting Agreement

Icarus Investment Corp. and Jason DeZwirek entered into a Voting Agreement pursuant to which Icarus Investment Corp. and Mr. DeZwirek have each agreed to vote all shares of CECO common stock FOR the proposal to approve the Share Issuance. They also have granted PMFG a proxy to vote their respective shares in such manner. At the close of business on the record date for the CECO Special Meeting, they owned and were entitled to vote, in the aggregate, [3,936,506] shares of CECO common stock, which represented approximately [15.0]% of the shares of the voting power of CECO common stock outstanding on that date.

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Methods of Voting Stockholders of Record This joint proxy statement/prospectus is being sent to CECO stockholders on behalf of the CECO Board for the purpose of requesting that you allow your shares of CECO common stock to be represented by the persons named in the enclosed proxy card. If you are a stockholder of record, you may vote by any of the following methods:

Internet. Electronically through the Internet by accessing www.voteproxy.com. To vote over the Internet, you should sign on to this website and follow the procedures described at the website. Internet voting is available 24 hours a day until [], and the procedures are designed to authenticate votes present by using a control number located on your proxy card. These procedures allow you to give a proxy to vote your shares and to confirm that your instructions have been properly recorded. If you vote over the Internet, you should not return your proxy card. If you vote over the Internet, your proxy will be voted as you direct on the website.

Telephone. By calling the telephone number included on the proxy card. Telephone voting is available 24 hours a day until [], and the procedures are designed to authenticate votes present by using a control number located on your proxy card. These procedures allow you to give a proxy to vote your shares and to confirm that your instructions have been properly recorded. If you vote by telephone, you should not return your proxy card.

Mail. By returning your proxy through the mail. If you complete and properly sign the accompanying proxy card and return it to CECO, it will be voted as you direct on the proxy card. You should follow the instructions set forth on the proxy card, being sure to complete it, to sign it and to mail it in the enclosed postage-paid envelope.

In Person. If your shares are registered directly in your name, you have the right to vote in person at the CECO Special Meeting. If you attend the CECO Special Meeting and plan to vote in person, CECO will provide you with a ballot at the CECO Special Meeting. If your shares are held in street name, you may vote in person at the CECO Special Meeting if you obtain a proxy.

CECO recommends that you vote in advance even if you plan to attend the meeting so that CECO will know as soon as possible that enough votes will be present for CECO to hold the meeting. If you are a stockholder of record and attend the meeting, you may vote at the meeting or deliver your completed proxy card in person.

Methods of Voting Beneficial Owners

If your shares are held in street name, please refer to the information forwarded to you by your bank, broker or other holder of record to see what you must do in order to vote your shares, including whether you may be able to vote electronically through your bank, broker or other record holder. If so, instructions regarding electronic voting will be provided by the bank, broker or other holder of record to you as part of the package that includes this joint proxy statement/prospectus.

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Failure to Provide Voting Instructions

Stockholders should specify their choice for each matter on the enclosed proxy. If no specific instructions are given, proxies that are signed and returned will be voted:

FOR the proposal to approve the Share Issuance;

FOR the proposal to approve an amendment to the Incentive Plan to increase the number of shares of common stock available for issuance thereunder from 2,600,000 to 3,300,000, as set forth in the Second Amended and Restated CECO Environmental Corp. 2007 Equity Incentive Plan, a copy of which is attached to this joint proxy statement/prospectus as Annex D; and

FOR the proposal to approve the adjournment of the CECO Special Meeting, if necessary or appropriate.

If you grant a proxy, the persons named as proxy holders on the enclosed proxy card will vote your shares on any additional matters properly presented for a vote at the meeting as recommended by the CECO Board or, if no recommendation is given, in their own discretion.

Attending the Special Meeting

Stockholders eligible to vote at the CECO Special Meeting, or their duly authorized proxies, may attend the CECO Special Meeting. If you choose to attend the CECO Special Meeting, please bring photo identification. If you hold shares in street name (through a broker, bank, or other nominee) and wish to attend the CECO Special Meeting, you can vote at the CECO Special Meeting only if you have a valid proxy from your banker or broker confirming your beneficial ownership of shares of CECO common stock as of the record date and your authority to vote such shares.

Abstentions

If a stockholder abstains from voting on CECO Proposal Nos. 1, 2 or 3, it will have the same effect as a vote **AGAINST** that proposal. CECO believes that brokers, banks and other nominees do not have discretionary authority to vote on Proposal Nos. 1, 2 or 3 absent instructions from the beneficial owner.

Failure to Vote Shares

A failure to vote your shares pursuant to one of the methods described above will have no effect on Proposal No. 1, Proposal No. 2 or Proposal No. 3.

Revoking a Proxy

Even after you have submitted your proxy, you may change your vote at any time before the proxy is voted by:

delivering to CECO's Secretary at the address on the first page of this joint proxy statement/prospectus a written notice of revocation of your proxy over the Internet, by telephone or by mail;

delivering a duly executed proxy bearing a later date; or

voting in person at the CECO Special Meeting.

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Solicitation of Proxies

The solicitation of proxies from CECO stockholders is made on behalf of the CECO Board. CECO and PMFG will equally share the costs and expenses of printing and mailing this joint proxy statement/prospectus. CECO has retained Georgeson Inc. to assist in the solicitation of proxies. Solicitations may be made personally or by mail, facsimile, telephone, messenger or over the Internet. In addition to Georgeson's proxy solicitation fee of \$12,000 plus reasonable out-of-pocket expenses for this service, CECO will reimburse brokerage firms and other custodians for their reasonable out-of-pocket expenses for forwarding the proxy materials to stockholders. Directors, officers and employees of CECO may also solicit proxies in person, by telephone or by other means of communication. Directors, officers and employees of CECO will not be paid any additional compensation for soliciting proxies.

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CECO PROPOSAL NO. 1:

APPROVAL OF THE SHARE ISSUANCE

The Share Issuance of CECO common stock to PMFG stockholders pursuant to the Merger Agreement and the First Merger is subject to approval by CECO's stockholders as required by applicable rules of NASDAQ. If the Share Issuance is approved by CECO's stockholders and the conditions to completing the First Merger as set forth in the Merger Agreement are satisfied or waived, each issued and outstanding share of PMFG common stock will be converted into the right to receive either (a) the Cash Consideration of \$6.85 without interest, or (b) the Stock Consideration in shares of CECO common stock valued at \$6.85 based on the volume weighted average trading price for the 15-trading day period ending on the last trading day before the closing of the First Merger, subject to a collar so that there will be a maximum Exchange Ratio of 0.6456 share of CECO common stock for each share of PMFG common stock and a minimum Exchange Ratio of 0.5282 share of CECO common stock for each share of PMFG common stock. Elections are subject to proration so that 45% of the aggregate consideration that will be paid by CECO will be paid in cash. In addition, PMFG Options and PMFG RSUs will be settled for approximately \$1.6 million in cash from the \$66.2 million (or approximately 45%) of the aggregate consideration paid in cash. The remaining approximately 55% of the aggregate consideration will be paid in shares of CECO common stock. For a detailed discussion of the terms and conditions of the Mergers, see *The Mergers* beginning on page 83.

Under NASDAQ Listing Rules, a company listed on NASDAQ is required to obtain stockholder approval for an acquisition of stock of another company if the present or potential issuance of common stock, other than a public offering for cash, may equal or exceed 20% of the voting power or the total shares outstanding on a pre-transaction basis. If the First Merger is completed, CECO will issue a maximum of 7,630,000 shares of CECO common stock in connection with the First Merger. The aggregate number of shares of CECO common stock to be issued in the First Merger will exceed 20% of the shares of CECO common stock outstanding before such issuance and for this reason CECO must obtain the approval of CECO stockholders for the Share Issuance. CECO is asking its stockholders to approve the Share Issuance. The Share Issuance and the approval of the Share Issuance proposal is required for the completion of the First Merger.

CECO Board Recommendation and Required Stockholder Vote

The CECO Board recommends a vote FOR the Share Issuance (CECO Proposal No. 1 on the accompanying proxy card). The affirmative vote of a majority of the votes present and entitled to vote at the meeting at which a quorum is present is required for the approval of the Share Issuance.

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CECO PROPOSAL NO. 2:

APPROVAL OF THE INCREASE IN SHARES AUTHORIZED FOR ISSUANCE

UNDER THE INCENTIVE PLAN

The following section sets forth the principal terms of the Incentive Plan, the form of which is attached to this joint proxy statement/prospectus as Annex D and is incorporated by reference herein. The rights and obligations of CECO and participants in the Incentive Plan are governed by the express terms and conditions of the Incentive Plan and not by this section, which is summary by nature. This section is not complete and is qualified in its entirety by reference to the complete text of the Incentive Plan. You are encouraged to read the Incentive Plan carefully in its entirety, as well as this joint proxy statement/prospectus, before making any decisions regarding your vote.

General

The Incentive Plan was ratified by the CECO Board on April 12, 2007 and approved by CECO's stockholders on May 23, 2007. An amendment to the Incentive Plan was approved by CECO's stockholders on May 21, 2009 to permit the CECO Board to reprice options without further stockholder approval. CECO's Compensation Committee and the CECO Board believes that the growth of CECO depends significantly upon the efforts of its key employees and directors and that such individuals are best motivated to put forth maximum effort on behalf of CECO if they own an equity interest in CECO. The purpose of the Incentive Plan is to (a) attract and retain employees of CECO and its subsidiaries, qualified individuals to serve as non-employee members of the CECO Board, and consultants to provide services to CECO; (b) motivate participating employees, directors and consultants, by means of appropriate incentives, to achieve long-range goals; and (c) provide incentive compensation opportunities that are competitive with those of other similarly situated companies; and thereby promote the long-term financial interest of CECO and its subsidiaries, including the growth in value of CECO's equity and enhancement of long-term stockholder return. Another amendment to the Incentive Plan was approved by CECO's stockholders on August 26, 2013 to increase the total number of shares of CECO common stock available for issuance thereunder from 2,000,000 to 2,600,000.

Proposed Amendment

CECO is asking its stockholders to approve an amendment of the Incentive Plan to add 700,000 shares to the total number of shares reserved for issuance under the Incentive Plan and thereby increase the total number of shares available for issuance from 2,600,000 to 3,300,000. On June 2, 2015, CECO's Compensation Committee recommended to the CECO Board for approval and on June 7, 2015 the CECO Board approved the amendment to the Incentive Plan to increase the shares reserved for issuance thereunder by 700,000 shares, subject to the approval from CECO's stockholders at the CECO Special Meeting and the closing of the First Merger. Because CECO will be issuing a significant amount of additional shares and will have additional employees in connection with the First Merger, CECO's Compensation Committee and the CECO Board believe it is appropriate and advisable to increase the number of shares available for issuance under the Incentive Plan. As of [], 2015, there are a total of [1,756,229] shares subject to outstanding options under the Incentive Plan and there are [270,651] remaining shares reserved for issuance under the Incentive Plan, and the CECO Board believes that it is essential to have sufficient reserved shares available under the Incentive Plan to compensate and incentivize its employees, directors, and consultants. CECO's Compensation Committee and the CECO Board believes that the proposed increase to the number of available shares to be granted under the Incentive Plan will provide sufficient number of shares of common stock and options for near future granting needs and will help CECO achieve the purposes of the Incentive Plan set forth above.

A copy of the Incentive Plan incorporating the proposed amendment to be approved by CECO's stockholders is attached to this joint proxy statement/prospectus as Annex D. The only change to the Incentive Plan is the proposed addition of 700,000 shares to the total number of shares reserved for issuance under the Incentive Plan.

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The classes of persons who will be eligible to participate in, and the basis of their participation in, the Incentive Plan are described below in *Summary of the 2007 Equity Incentive Plan*. CECO's executive officers have an interest in this proposal as they have or may in the future receive awards under the Incentive Plan.

Summary of the Incentive Plan

The Incentive Plan authorizes the issuance of options to purchase shares of CECO common stock and the grant of bonus stock awards and restricted common stock awards. Set forth below is a summary of the material terms of the Incentive Plan. The statements contained in the summary are intended only to summarize the Incentive Plan and are qualified in their entirety by reference to the Incentive Plan itself. For a more complete description of the terms of the Incentive Plan, you should read a copy of the Incentive Plan which is attached to this joint proxy statement/prospectus as Annex D.

Administration

Administration of the Incentive Plan has been delegated to CECO's Compensation Committee. The Compensation Committee shall consist solely of two (2) or more independent, non-employee directors, as defined in Rule 16b-3 promulgated under the Exchange Act who are outside directors within the meaning of Section 162(m).

Eligibility

All of CECO's employees, including those of CECO's subsidiaries and those of CECO's affiliates, are eligible to participate in the Incentive Plan. CECO's Directors and other persons that provide consulting services to CECO, CECO's subsidiaries and CECO's affiliates are also eligible to participate in the Incentive Plan. The term affiliates is used in this summary to refer to any person or entity that directly or indirectly controls, or is controlled by or is under common control with CECO. The term subsidiary is used in this summary to refer to any corporation or other corporate entity (other than CECO) in an unbroken chain of corporate entities beginning with CECO if each of the corporations or other corporate entity (other than the last corporation in the unbroken chain) owns stock possessing at least 50% of the total combined voting power of all classes of stock in one of the other corporations in such chain.

Maximum Shares and Award Limits

As of June [], 2015, CECO has reserved 3,300,000 (including the 700,000 shares subject to stockholder approval and the closing of the First Merger) shares of common stock for issuance under the Incentive Plan. As of [], 2015, [270,651] of such shares were available for future grant, not including the 700,000 proposed additional shares. There is no provision for automatically increasing the number of shares of common stock allocated to the Incentive Plan without further approval by the stockholders. The terms of outstanding awards will be adjusted without the approval of CECO's stockholders as CECO's Compensation Committee determines is appropriate in the event of a stock dividend, stock split, reclassification of stock, merger, reorganization or similar event. If an option terminates, expires or becomes un-exercisable, or shares of common stock subject to a stock award are forfeited, the shares subject to such option or stock award are available under the first sentence of this paragraph for future awards under the Incentive Plan.

Table of Contents***Stock Options***

The Incentive Plan provides for the grant of both options intended to qualify as incentive stock options under Section 422 of the Code and options not intended to so qualify. Options intended to qualify as incentive stock options may be granted only to persons who are employees or employees of subsidiaries that are treated as corporations for federal income tax purposes. No participant may be granted incentive stock options that are exercisable for the first time in any calendar year for common stock having a total fair market value (determined as of the option grant) in excess of \$100,000. CECO's Compensation Committee will select the participants who are granted options and, consistent with the terms of the Incentive Plan, will prescribe the terms of each option, including the vesting rules for such option. The option exercise price for options cannot be less than the common stock's fair market value on the date the option is granted, and in the event a grant of an option intended to be an incentive stock option to a participant is deemed to be a 10% owner of CECO or one of CECO's subsidiaries, the exercise price of an incentive stock option cannot be less than 110% of the common stock's fair market value on the date the option is granted. Generally, the option price must be paid in cash, however, if approved by CECO's Compensation Committee, a cashless exercise will be permitted. Options may be exercised in accordance with requirements set by CECO's Compensation Committee. The maximum period in which an option may be exercised will be fixed by the Committee, provided that (a) in order for options to qualify as incentive stock options, the maximum period cannot exceed ten years and (b) in the event a participant is deemed to be a 10% owner of CECO or a subsidiary, the maximum period for an incentive stock option granted to such participant cannot exceed five years. Options will be nontransferable except in the event of the participant's death.

Unless provided otherwise in a participant's stock option agreement and subject to the maximum exercise period for the option, an option generally will cease to be exercisable upon the earlier of three months following the participant's termination of service with CECO or CECO's affiliate or the expiration date under the terms of the participant's stock option agreement. The right to exercise an option will expire immediately upon the participant's termination of service with CECO if the termination is for cause. Upon death or disability, the option exercise period is extended to the earlier of one year from the participant's termination of service or the expiration date under the terms of the participant's stock option agreement.

Stock Awards

CECO's Compensation Committee also will select the participants who are granted bonus or restricted common stock awards and, consistent with the terms of the Incentive Plan, will establish the terms of each bonus or restricted common stock award. A bonus or restricted common stock award may be subject to payment by the participant of a purchase price for the shares of common stock subject to the award, and may be subject to vesting requirements or transfer restrictions or both, if so provided by CECO's Compensation Committee. Those requirements may include, for example, a requirement that the participant complete a specified period of employment with CECO or its affiliate or the achievement of certain performance objectives. Any such performance objectives may be based on the individual performance of the participant, CECO's performance or the performance of CECO's affiliates, subsidiaries, divisions, departments or functions in which the participant is employed or has responsibility. A transfer of the shares of common stock subject to a restricted common stock award normally will be restricted prior to vesting.

Change in Capitalization

The number of shares of common stock covered by outstanding awards, the number or kind of shares of common stock which may be awarded under the Incentive Plan, and the exercise or purchase price of each outstanding award, and the like, shall be proportionally adjusted by the Compensation Committee in the event of a stock dividend, stock split, reclassification of stock, merger, reorganization or similar event. Such adjustment may not materially change the

value of benefits available to a grantee under a previously granted award.

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Merger, Consolidation or Asset Sale

If CECO is merged or consolidated with another entity or sells or otherwise disposes of substantially all of its assets to another company, or other change of control, then the vesting of all or part of an outstanding option or stock award may be accelerated in the sole discretion of the CECO Board. Completion of the Mergers will not trigger accelerated vesting under the Incentive Plan.

Amendment and Termination

No awards may be granted under the Incentive Plan after April 12, 2017, which is the tenth anniversary of the date on which the Incentive Plan was initially adopted by the CECO Board. The CECO Board may amend or terminate the Incentive Plan at any time, but an amendment will not become effective without the approval of CECO's stockholders if stockholder approval is required by any applicable law, regulation or rule, including any rule of NASDAQ; provided, however, the CECO Board may effect a repricing of options without stockholder consent. No amendment or termination shall, without a participant's consent, adversely affect any rights of such participant under any award outstanding at the time such amendment is made; provided, however, that the CECO Board, in the event of a change of control, may replace the awards with substantially similar awards under another plan of another party to the change of control, make a payment to all participants with respect to options equal to the difference between the fair market value of the common stock on the date of the change of control and the exercise price per share of an option on the date of grant, or upon not less than seven days written notice to all holders of options, cause all options to terminate immediately prior to the effective time of the change of control during which seven day period the holders may exercise their vested options, and if the CECO Board elects, accelerate the vesting of any or all options not then vested.

Federal Income Tax Aspects of the Incentive Plan

The following is a brief summary of the federal income tax aspects of awards that may be made under the Incentive Plan based on existing U.S. federal income tax laws. This summary provides only the basic tax rules. It does not describe a number of special tax rules, including the alternative minimum tax and various elections that may be applicable under certain circumstances. The tax consequences of awards under the Incentive Plan depend upon the type of award and, if the award is to an executive officer, whether the award qualifies as performance-based compensation under Section 162(m) of the Code.

Incentive Stock Options

The recipient of an incentive stock option generally will not be taxed upon grant of the option. Federal income taxes are generally imposed only when the shares of stock from exercised incentive stock options are disposed of, by sale or otherwise. The amount by which the fair market value of the stock on the date of exercise exceeds the exercise price is, however, included in determining the option recipient's liability for the alternative minimum tax. If the incentive stock option recipient does not sell or dispose of the stock until the later of more than one year after the receipt of the stock and two years after the option was granted, then, upon sale or disposition of the stock, the difference between the exercise price and the market value of the stock as of the date of exercise will be treated as a capital gain, and not ordinary income. If a recipient fails to hold the stock for the minimum required time, at the time of the disposition of the stock, the recipient will recognize ordinary income in the year of disposition in an amount equal to any excess of the market value of the common stock on the date of exercise (or, if less, the amount realized on disposition of the shares) over the exercise price paid for the shares. Any further gain (or loss) realized by the recipient generally will be taxed as short-term or long-term capital gain (or loss) depending on the holding period. CECO will not receive a tax deduction for incentive stock options which are taxed to a recipient as capital gains; however, CECO will receive a tax

deduction if the sale of the stock does not qualify for capital gains tax treatment.

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Nonqualified Stock Options

The recipient of stock options not qualifying as incentive stock options generally will not be taxed upon the grant of the option, provided that the option is granted with an exercise price no less than the fair market value of the stock on the date of grant. Federal income taxes are generally due from a recipient of nonqualified stock options when the stock options are exercised. The difference between the exercise price of the option and the fair market value of the stock purchased on such date is taxed as ordinary income. Thereafter, the tax basis for the acquired stock is equal to the amount paid for the stock plus the amount of ordinary income recognized by the recipient. CECO will be entitled to a tax deduction equal to the amount of ordinary income realized by the option recipient by reason of the exercise of the option.

Other Awards

The payment of other awards under the Incentive Plan will generally be treated as ordinary compensation income at the time of payment or, in the case of bonus or restricted common stock subject to a vesting requirement, at the time substantial vesting occurs. A recipient who receives bonus or restricted shares which are not substantially vested, may, within 30 days of the date the shares are transferred, elect in accordance with Section 83(b) of the Code to recognize ordinary compensation income at the time of transfer of the shares. The amount of ordinary compensation income is equal to the amount of any cash and the amount by which the then fair market value of any common stock received by the participant exceeds the purchase price, if any, paid by the participant. Subject to the application of Section 162(m), CECO will receive a tax deduction for the amount of the compensation income.

Information Regarding Incentive Plan Benefits

The awards that will be granted to eligible employees, directors and consultants under the Incentive Plan will be at the discretion of the Compensation Committee and, therefore, are not determinable at this time. Information regarding awards granted to CECO's named executive officers and directors under the plans in place during the year ended December 31, 2014 may be found under the captions Executive Compensation Director Compensation, Executive Compensation 2014 Summary Compensation Table in CECO's proxy statement for CECO's 2015 annual meeting of stockholders filed with the SEC on April 10, 2015.

Table of Contents**Securities Authorized for Issuance under Equity Compensation Plans**

The following table sets forth, as of the end of CECO's most recently completed fiscal year, information regarding securities authorized for issuance under equity compensation plans.

Equity Compensation Plan Information

Plan Category	December 31, 2014		
	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights compensation plans	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders			
1997 Stock Option Plan ¹	80,000	\$ 12.03	
Incentive Plan ²	1,653,444	\$ 10.02	308,651
Employee Stock Purchase Plan ³	3,969	\$ 13.21	1,438,079
Equity compensation plans not approved by security holders			
TOTAL	1,737,410	\$ 10.12	1,746,730

1 The 1997 Stock Option Plan (the "1997 Plan") was replaced with the Incentive Plan. The 1997 Plan remains in effect solely for the purpose of the continued administration of the options currently outstanding under the 1997 Plan.

2 The Incentive Plan was approved by the stockholders on May 23, 2007. At a special meeting of CECO stockholders held on August 26, 2013, CECO stockholders approved an amendment to the Incentive Plan to increase the number of shares of common stock available for issuance by 600,000 shares. In 2014, 285,777 options and restricted stock awards were granted to plan participants under the Incentive Plan.

3 The Employee Stock Purchase Plan was approved by the stockholders on May 21, 2009.

Amendment of Incentive Plan Contingent on Approval and Closing of First Merger

The CECO Board has made the proposed amendment of the Incentive Plan to add 700,000 shares to the total number of shares reserved for issuance under the Incentive Plan contingent upon closing of the First Merger. If the First Merger is not completed, then the proposed amendment of the Incentive Plan will not be implemented, even if approved by CECO's stockholders.

CECO Board Recommendation and Required Stockholder Vote

The CECO Board unanimously recommends a vote FOR the proposal to approve an amendment to the Incentive Plan to increase the number of shares of common stock reserved for issuance thereunder from 2,600,000 to 3,300,000, with the addition of 700,000 shares to the total number of shares reserved for issuance under the Incentive Plan (CECO Proposal No. 2). The affirmative vote of a majority of the votes present in person or by proxy and entitled to vote at the meeting at which a quorum is present is required for the approval of the amendment of the Incentive Plan to add 700,000 shares to the total number of shares reserved for issuance under the Incentive Plan.

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CECO PROPOSAL NO. 3:

APPROVAL OF THE ADJOURNMENT OF THE CECO SPECIAL MEETING

CECO is asking its stockholders to approve the adjournment of the CECO Special Meeting, if necessary or appropriate.

CECO Board Recommendation and Required Stockholder Vote

The CECO Board unanimously recommends a vote FOR the proposal to approve the adjournment of the CECO Special Meeting, if necessary of appropriate (CECO Proposal No. 3). The affirmative vote of a majority of the votes present in person or by proxy and entitled to vote at which a quorum is present is required for the approval to adjourn the CECO Special Meeting.

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THE PMFG SPECIAL MEETING

This joint proxy statement/prospectus is being provided to PMFG stockholders as part of a solicitation of proxies by the PMFG Board for use at the PMFG Special Meeting. This joint proxy statement/prospectus contains important information regarding the PMFG Special Meeting, the proposals on which you are being asked to vote, information you may find useful in determining how to vote, and voting procedures.

This joint proxy statement/prospectus are being first mailed on or about [], 2015 to all stockholders entitled to vote at the PMFG Special Meeting. Stockholders who owned shares of PMFG common stock at the close of business on [], 2015, the record date for the PMFG Special Meeting, are entitled to receive notice of, attend, and vote at the PMFG Special Meeting. As of the close of business on the record date, there were [] shares of PMFG common stock outstanding.

Date, Time and Place

The PMFG Special Meeting will be held at [00:00 a/p.m.], Central Time on [], 2015, at PMFG, Inc., 14651 Dallas Parkway, Suite 500, Dallas, TX 75254.

Purpose of the PMFG Special Meeting

At the PMFG Special Meeting, PMFG stockholders will be asked to vote on the following proposals:

PMFG Proposal No. 1 Adoption of the Merger Agreement (Item 1 on the proxy card). To adopt the Merger Agreement;

PMFG Proposal No. 2 Approval of the Compensation That May Be Payable by PMFG to its Named Executive Officers (Item 2 on the proxy card). To approve the compensation that may become payable to PMFG's named executive officers in connection with the Mergers; and

PMFG Proposal No. 3 Adjournment of the PMFG Special Meeting (Item 3 on the proxy card). To approve any proposal made by the chair of the PMFG Special Meeting to adjourn the PMFG Special Meeting.

The PMFG Board unanimously recommends that PMFG stockholders vote FOR each of the proposals presented at the PMFG Special Meeting.

Who Can Vote at the PMFG Special Meeting

Only holders of PMFG common stock as of the close of business on [], 2015, which is the record date for the PMFG Special Meeting, are entitled to receive notice of and to vote at the PMFG Special Meeting. If you own shares that are registered in the name of someone else, such as a

broker, you need to direct that person to vote those shares or obtain an authorization from them to vote the shares, provide identification in the form of a copy of a brokerage statement (in a name matching your photo identification) reflecting your stock ownership as of the record date for the PMFG Special Meeting and vote the shares yourself at the meeting. As of the close of business on the record date for the PMFG Special Meeting, there were [] shares of PMFG common stock outstanding.

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Vote Required for the Proposals

PMFG Proposal No. 1 Adoption of the Merger Agreement (Item 1 on the proxy card). Adoption of the Merger Agreement requires the affirmative vote of the holders of a majority of the shares of PMFG common stock outstanding as of the close of business on the record date for the PMFG Special Meeting.

PMFG Proposal No. 2 Approval of the Compensation That May Be Payable by PMFG to its Named Executive Officers (Item 2 on the proxy card). The affirmative vote of a majority of the votes present, in person or by proxy, and entitled to vote at the PMFG Special Meeting will be required to approve the compensation that may become payable to PMFG's named executive officers in connection with the Mergers. Because the vote is advisory, it will not be binding on PMFG, and failure to receive the vote required for approval will not change PMFG's obligations to pay the merger-related compensation.

PMFG Proposal No. 3 Adjournment of the PMFG Special Meeting (Item 3 on the proxy card). Approval of any proposal made by the chair of the PMFG Special Meeting to adjourn the PMFG Special Meeting requires the affirmative vote of a majority of the votes present, in person or by proxy, and entitled to vote at the PMFG Special Meeting.

Quorum Requirement

A quorum of PMFG stockholders entitled to vote as of the record date for the PMFG Special Meeting is necessary for purposes of transacting business at the PMFG Special Meeting. A majority of the outstanding shares of common stock entitled to vote at the PMFG Special Meeting, being present in person or represented by proxy, will constitute a quorum. Abstentions will be counted as present for purposes of determining the presence of a quorum. **All of the proposals at the PMFG Special Meeting are considered non-routine matters. As a result, your broker may not vote your shares without your specific instructions.**

Shares Owned by PMFG Directors and Executive Officers

At the close of business on the record date for the PMFG Special Meeting, directors and executive officers of PMFG beneficially owned and were entitled to vote, in the aggregate, approximately [] issued and outstanding shares of PMFG common stock, representing approximately []% of the shares of PMFG common stock outstanding on that date. The directors and executive officers of PMFG have informed PMFG that they intend to vote all of the shares of PMFG common stock they are entitled to vote (a) **FOR** the proposal to adopt the Merger Agreement, (b) **FOR** the proposal to approve the compensation that may become payable by PMFG to its named executive officers in connection with the Mergers, and (c) **FOR** the proposal to approve any proposal by the chair of the

PMFG Special Meeting to adjourn the PMFG Special Meeting. For a more detailed discussion of the beneficial ownership of directors and officers of PMFG, see *Beneficial Ownership of PMFG Common Stock* beginning on page 219.

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Methods of Voting Stockholders of Record If you are a PMFG stockholder entitled to vote at the PMFG Special Meeting, you may vote over the Internet, by telephone, by mail or in person at the PMFG Special Meeting. All votes, other than votes made in person at the PMFG Special Meeting, must be received by 11:59 p.m., Eastern Time, on [], 2015.

Over the Internet or by Telephone. To vote over the Internet or by telephone, please follow the instructions included on your proxy card. If you vote over the Internet or by telephone, you do not need to complete and mail a proxy card.

Mail. By signing the proxy card and returning it in the enclosed prepaid and addressed envelope, you are authorizing the individuals named on the proxy card to vote your shares at the PMFG Special Meeting in the manner you indicate. CECO and PMFG encourage you to sign and return the proxy card even if you plan to attend the PMFG Special Meeting so that your shares will be voted if you are ultimately unable to attend the PMFG Special Meeting. If you receive more than one proxy card, it is an indication that your shares are held in multiple accounts. Please sign and return all proxy cards to ensure that all of your shares are voted.

In Person. If your shares are registered directly in your name, you have the right to vote in person at the PMFG Special Meeting. If you attend the PMFG Special Meeting and plan to vote in person, PMFG will provide you with a ballot at the PMFG Special Meeting.

Methods of Voting Beneficial Owners If your shares are held in an account at a brokerage firm, bank, or other nominee, then you are the beneficial owner of shares held in street name, and this proxy statement/prospectus is being sent to you by that organization. The organization holding your account is considered to be the stockholder entitled to vote at the PMFG Special Meeting for purposes of voting at the PMFG Special Meeting. As a beneficial owner, you have the right to direct your broker, bank, or other nominee regarding how to vote the shares in your account by following the instructions that the broker, bank, or other nominee provides you along with this proxy statement/prospectus. As a beneficial owner, you must obtain a proxy executed in your favor from the stockholder entitled to vote your shares at the PMFG Special Meeting to be able to vote your shares in person at the PMFG Special Meeting. **All of the proposals at the PMFG Special Meeting are considered non-routine matters. As a result, your broker may not vote your shares without your specific instructions.**

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Attending the Special Meeting

Stockholders entitled to vote at the PMFG Special Meeting, or their duly authorized proxies, may attend the PMFG Special Meeting. If you choose to attend the PMFG Special Meeting, please bring photo identification. If you hold shares in street name (through a broker, bank, or other nominee) and wish to attend the PMFG Special Meeting, you will also need to bring a copy of a brokerage statement (in a name matching your photo identification) reflecting your stock ownership as of the record date for the PMFG Special Meeting. If you are a representative of a corporate or institutional stockholder, you must present valid photo identification along with proof that you are a representative of such stockholder.

Please note that use of cameras, recording devices, and other electronic devices will not be permitted at the PMFG Special Meeting.

Abstentions

A vote to abstain on any of PMFG Proposals Nos. 1, 2 and 3 will have the same effect as a vote **AGAINST** the proposal.

Failure to Vote Shares

A failure to vote your shares pursuant to one of the methods described above will have the same effect as a vote AGAINST the proposal to adopt the Merger Agreement, and will have no effect on either the proposal to approve the compensation that may become payable by PMFG to its named executive officers in connection with the Mergers or the proposal to approve any proposal made by the chair of the PMFG Special Meeting to adjourn the PMFG Special Meeting.

Revoking a Proxy

If you are a stockholder entitled to vote at the PMFG Special Meeting, you may revoke your proxy at any time before the vote is taken at the PMFG Special Meeting. To revoke your proxy, you must either:

enter a new vote over the Internet or by telephone by 11:59 p.m., Eastern Time, on [], 2015;

sign and return another proxy card, which must be received by 11:59 p.m., Eastern Time, on [], 2015;

provide written notice of the revocation to: PMFG, Inc., Attention: Secretary, 14651 North Dallas Parkway, Suite 500, Dallas, Texas 75254, which must be received by 11:59 p.m., Eastern Time, on [], 2015; or

attend the PMFG Special Meeting and vote your shares in person.

If you are the beneficial owner of shares held in street name by a brokerage firm, bank, or other nominee, you should follow the instructions of your broker, bank, or other nominee regarding the revocation of proxies.

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Solicitation of Proxies

The solicitation of proxies from PMFG stockholders is made on behalf of the PMFG Board. CECO and PMFG will equally share the costs and expenses of printing and mailing this joint proxy statement/prospectus. PMFG has retained Georgeson Inc. to assist in the solicitation of proxies. Solicitations may be made personally or by mail, facsimile, telephone, messenger or over the Internet. In addition to Georgeson Inc.'s proxy solicitation fee of \$12,000 plus reasonable out-of-pocket expenses for this service, PMFG will reimburse brokerage firms and other custodians for their reasonable out-of-pocket expenses for forwarding the proxy materials to stockholders. Directors, officers and employees of PMFG may also solicit proxies in person, by telephone or by other means of communication. Directors, officers and employees of PMFG will not be paid any additional compensation for soliciting proxies.

DO NOT SEND IN ANY PMFG STOCK CERTIFICATES WITH YOUR PROXY CARD.

As described under *The Mergers Electing the Form of Merger Consideration* beginning on page 134, each PMFG stockholder as of the close of business on the record date for the PMFG Special Meeting will receive a form of election and other appropriate and customary transmittal materials, which are being mailed concurrently with this joint proxy statement/prospectus, describing how you may exchange your shares of PMFG common stock for the Merger Consideration. If your shares of PMFG common stock are held in street name through a brokerage firm, bank or other nominee, you will receive instructions from your brokerage firm, bank or other nominee as to how to effect the surrender of your street name shares of PMFG common stock in exchange for the Merger Consideration.

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PMFG PROPOSAL NO. 1:

ADOPTION OF THE MERGER AGREEMENT

PMFG is submitting the Merger Agreement to its stockholders at the PMFG Special Meeting, at which the Merger Agreement will be considered and a vote taken on a proposal for its adoption.

For a summary of the terms and conditions of the Mergers and the Merger Agreement, including the background of the Mergers, see *The Merger Agreement* beginning on page 154. As discussed in *The Mergers PMFG Board's Reasons for the Mergers and Recommendation of the PMFG Board* beginning on page 110, on May 3, 2015, the PMFG Board unanimously determined that the Merger Agreement and the transactions contemplated thereby, including the Mergers, are consistent with, and in furtherance of, the business strategies and goals of PMFG, are fair to and in the best interest of PMFG and its stockholders, and are advisable.

The proposal to adopt the Merger Agreement requires the affirmative vote of holders of a majority of the issued and outstanding shares of PMFG common stock as of the record date for the PMFG Special Meeting.

The PMFG Board unanimously recommends a vote FOR the adoption of the Merger Agreement (PMFG Proposal No. 1).

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PMFG PROPOSAL NO. 2:

APPROVAL OF THE COMPENSATION THAT MAY BECOME PAYABLE

BY PMFG TO ITS NAMED EXECUTIVE OFFICERS

Section 951 of the Dodd-Frank Act and Rule 14a-21(c) under the Exchange Act require that PMFG seek a non-binding, advisory vote from its stockholders to approve certain golden parachute compensation that its named executive officers will or may receive from PMFG in connection with the Mergers. This proposal gives PMFG stockholders the opportunity to express their views on the compensation that may become payable to or on behalf of PMFG's named executive officers in connection with the Merger Agreement. Accordingly, PMFG is asking its stockholders to approve, by non-binding, advisory vote, the payments to its named executive officers as described in this section.

The advisory vote on the merger-related payments proposal is a vote separate and apart from the vote on the adoption of the Merger Agreement. Accordingly, you may vote to approve the adoption of the Merger Agreement and vote not to approve the merger-related payments proposal and vice versa. Because the vote on the merger-related payments proposal is advisory only, it will not be binding on either CECO or PMFG. Accordingly, if the Merger Agreement is adopted and the Mergers are completed, the compensation payments that are contractually required to be paid by PMFG to its named executive officers may become payable, subject only to applicable conditions, regardless of the outcome of the non-binding, advisory vote of PMFG stockholders.

For additional information about agreements and understandings of PMFG and its named executive officers concerning compensation that is based on or otherwise relates to the Mergers, and estimates of the aggregate total of all such compensation that may become payable to or on behalf of such executive officers, see *The Mergers Interests of PMFG Directors and Executive Officers in the Mergers* beginning on page 141.

The proposal to approve the payments of merger-related compensation to PMFG's named executive officers requires the affirmative vote of a majority of the votes present, in person or by proxy, and entitled to vote at the PMFG Special Meeting on the proposal. Abstentions will have the same effect as a vote against the proposal. A failure to vote shares will have no effect on this proposal.

The PMFG Board unanimously recommends a vote FOR the approval of the compensation that may become payable to PMFG's named executive officers in connection with the Mergers (PMFG Proposal No. 2).

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PMFG PROPOSAL NO. 3:

APPROVAL OF THE ADJOURNMENT OF THE PMFG SPECIAL MEETING

PMFG is asking its stockholders to approve any proposal made by the chair of the PMFG Special Meeting to adjourn the PMFG Special Meeting.

Approval of this adjournment proposal requires the affirmative vote of a majority of the votes present, in person or by proxy, and entitled to vote. In addition, even if a quorum does not exist, a majority of the shares of PMFG common stock present at the PMFG Special Meeting, in person or by proxy, may adjourn the meeting to another place, date or time. Abstentions will have the same effect as a vote against the proposal. A failure to vote shares will have no effect on this proposal.

The PMFG Board unanimously recommends a vote FOR the adjournment of the PMFG Special Meeting (PMFG Proposal No. 3).

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THE MERGERS

Background of the Mergers

The CECO Board and the PMFG Board each regularly reviews their respective companies' results of operations and competitive positions. The CECO Board and CECO's management also periodically review and evaluate the merits of various potential strategic alternatives, taking into account expected economic, competitive and other market conditions. These strategic alternatives often include acquiring new businesses to complement or expand existing businesses.

In 2011, CECO identified PMFG as a potential acquisition candidate in connection with CECO's regular evaluation of strategic opportunities. Since that time, CECO monitored PMFG's publicly available operational and financial information.

On October 1, 2013, Jeffrey Lang, CECO's Chief Executive Officer, invited Peter Burlage, PMFG's Chief Executive Officer, to meet to discuss general market trends, opportunities for potential partnering on specific project opportunities, and an interest in exchanging information about each company's global footprint and capabilities. PMFG and CECO subsequently entered into a mutual confidentiality and non-disclosure agreement on November 6, 2013.

In November 2013, CECO started working with Jefferies, with which CECO has an ongoing relationship, as its financial advisor in connection with a potential transaction with PMFG. CECO selected Jefferies as its financial advisor given Jefferies' familiarity with CECO and its business through, among other things, Jefferies' prior financial advisory services to CECO in connection with other acquisition transactions, including CECO's acquisition of Met-Pro Corporation in August 2013, and its experience in merger and acquisition transactions generally.

On November 18, 2013, Mr. Lang and Jonathan Pollack, a CECO director, met with Robert McCashin, PMFG's lead independent director, Ronald McCrummen, PMFG's Executive Vice President and Chief Financial Officer, and Mr. Burlage for dinner followed by a meeting the next day with the same parties. At those meetings, the parties discussed the strategic vision of the two companies, recent merger and acquisition experience and interest in further discussions.

On December 18, 2013, Mr. Lang and Mr. Pollack met with Mr. Burlage and Mr. McCrummen in PMFG's offices to discuss the general market outlook, infrastructure, products and capabilities of each company.

On February 13, 2014, Jason DeZwirek, CECO's Chairman of the Board, together with Mr. Lang and Mr. Pollack met with Mr. Burlage and Mr. McCrummen to present a high level outline of a possible merger transaction and the benefits to the two companies of pursuing a merger transaction. In this meeting, CECO indicated an exchange value of \$9.00 for each outstanding share of PMFG common stock. No timetable was established at this meeting for a specific proposal.

When Mr. Burlage advised the PMFG Board of the discussions with CECO, the PMFG Board determined that PMFG management should consult Jones Day, PMFG's regular outside counsel, and Stifel, PMFG's financial advisor in a prior offering of PMFG common stock. On February 27, 2014, Mr. Burlage, Mr. McCashin and Mr. McCrummen met with representatives of Stifel in New York to discuss the CECO presentation generally and a possible engagement of Stifel to advise the PMFG Board if CECO were to make a proposal.

When PMFG contacted Jones Day to engage Jones Day to represent PMFG in the potential transaction, Jones Day advised PMFG of its ongoing representation of CECO on unrelated matters. Each of PMFG and CECO determined that it was appropriate to provide a conflicts waiver to Jones Day on the condition that Jones Day would establish an information wall to prevent the disclosure of information between the Jones Day attorneys working on the PMFG and CECO matters, which Jones Day then implemented.

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At a PMFG Board meeting on March 10, 2014, the PMFG Board discussed the preliminary conversations held to date between PMFG and CECO senior managements. Also present at that meeting were Mr. McCrummen and representatives of Jones Day and Stifel. Together with its advisors, the PMFG Board discussed PMFG's then current operational results, the potential benefits of a transaction involving PMFG and CECO and other strategic alternatives, including PMFG's opportunities and challenges as a standalone company and whether to initiate a broader sale process. At that meeting, a representative of Jones Day made a presentation summarizing the fiduciary duties of the PMFG Board in the context of a potential change-in-control transaction.

At the March 10, 2014 meeting, the PMFG Board determined that while PMFG was not for sale, PMFG should further explore a potential transaction with CECO. The PMFG Board authorized Mr. McCashin and Mr. Burlage to discuss a potential transaction with CECO. The PMFG Board also determined that, subject to CECO entering into a customary standstill agreement with PMFG and further positive discussions with CECO about a potential transaction, CECO would be permitted to undertake a due diligence review of PMFG.

On March 13, 2014, Mr. McCashin and Mr. Burlage telephoned Mr. DeZwirek, Mr. Lang and Mr. Pollack. Mr. McCashin and Mr. Burlage informed Mr. DeZwirek, Mr. Lang and Mr. Pollack that while PMFG was not for sale, the PMFG Board was prepared to continue to discuss a potential transaction with CECO. However, Mr. McCashin and Mr. Burlage noted that the PMFG Board believed that the consideration contemplated by CECO did not adequately value PMFG. Mr. McCashin and Mr. Burlage further indicated that PMFG would be willing to permit CECO to undertake a limited due diligence process provided that CECO entered into a customary standstill agreement.

After discussions among the CECO Board and CECO's management, on March 25, 2014, CECO delivered to PMFG a letter reflecting a preliminary proposal. The preliminary proposal contemplated an acquisition of PMFG by CECO for a proposed purchase price of \$9.00 per outstanding share of PMFG common stock, with 80% of the consideration payable in cash and 20% in shares of CECO common stock. The proposed price represented a 30.2% premium to the \$6.91 closing price of PMFG common stock on the trading day preceding the proposal. The CECO Board believed that a significant premium to the closing price of PMFG common stock was reasonable given the expected larger scale and scope of a combined company, which was expected to improve CECO's overall cost structure and create operating efficiencies. In addition, the highly complementary nature of both PMFG's and CECO's products and end markets is expected to result in enhanced selling opportunities and recurring revenue through a larger combined installed customer base. The proposal was subject to CECO entering into a financing arrangement with prospective lenders. CECO's proposal was also subject to a number of other conditions, including completion of due diligence to CECO's satisfaction with respect to (a) PMFG's historical and projected financial performance, (b) PMFG's technology, product and service offerings, (c) the contractual arrangements of PMFG with its customers and suppliers, (d) PMFG's intellectual property, (e) any potential environmental liabilities of PMFG and (f) other customary accounting, tax and legal due diligence. CECO's preliminary indication of interest also required that PMFG agree to a 75-day exclusivity period during which CECO could conduct its due diligence.

On March 26, 2014, the PMFG Board held a meeting to discuss CECO's preliminary proposal. Representatives of Stifel and Jones Day also participated in that meeting. At that meeting, representatives of Stifel discussed their preliminary financial analysis of CECO's proposal. Together with its advisors, the PMFG Board further discussed the terms of the potential transaction proposed by CECO.

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The PMFG Board also discussed other alternatives available to PMFG, including PMFG's opportunities as a standalone company, the challenges inherent in PMFG's business plan and the operating and geopolitical risks inherent in PMFG's industry. The PMFG Board discussed the potential to initiate a broader sale process, and the possible results of a broader process and potential distraction that a broader sale process could have on PMFG management. After deliberation and discussion with its financial and legal advisors, the PMFG Board authorized further discussions with CECO regarding a potential transaction. The PMFG Board did not initiate a broader sale process at that time as the PMFG Board concluded that any formal process would be very time consuming and create significant management distractions at a time when management was focused on improving operational performance. Further, the PMFG Board and management expressed concern that a broader sale process could result in a loss of employees and disruption of customer and supplier relationships.

On March 28, 2014, Mr. Burlage and Mr. McCashin telephoned Mr. DeZwirek and Mr. Lang to provide initial feedback from the PMFG Board to the proposal and potential next steps. On April 3, 2014, Mr. Burlage and Mr. McCashin again telephoned Mr. DeZwirek and Mr. Lang to inform them that the PMFG Board had decided to engage Stifel to represent PMFG. It was agreed that Stifel would contact CECO to discuss next steps.

On April 3, 2014, PMFG engaged Stifel to act as its financial advisor in connection with a potential strategic transaction involving CECO. PMFG chose to engage Stifel for advice in the potential transaction because of its prior relationship with Stifel, including in connection with its engagement of Stifel in a public offering of PMFG's common stock in February 2012.

Between April 4, 2014 and early May 2014, senior managements of PMFG and CECO, together with representatives of their respective financial advisors, continued to discuss the terms of a potential transaction involving PMFG and CECO, as well as the expectation of an improved valuation in exchange for granting exclusivity to CECO for a limited period.

On May 8, 2014, PMFG announced its financial results for the third quarter ended March 29, 2014. PMFG announced that revenue in the third quarter of fiscal year 2014 declined \$2.7 million or 7.7% to \$32.3 million compared to the third quarter of fiscal year 2013 and that net loss in the quarter was \$3.8 million, or \$0.18 per diluted share, compared to net income of \$0.5 million and \$0.03 per diluted share in the third quarter of the prior year.

Following that announcement, at a meeting on May 13, 2014, CECO notified PMFG that it was ceasing further discussions of a potential transaction with PMFG primarily as a result of PMFG's recent financial results. At the time, CECO was also pursuing other strategic transactions that would significantly distract CECO management during the due diligence, negotiation and integration of those alternative transactions. In attendance at this meeting for PMFG were Mr. McCashin, Mr. Burlage and Mr. McCrummen, and for CECO, Mr. Lang. Mr. DeZwirek participated by telephone.

On July 3, 2014, PMFG and Stifel entered into an amendment to Stifel's engagement letter that provided for a broader scope of Stifel's services, in light of the changed circumstances in PMFG's prospects for a sale transaction and the then current cessation of discussions with CECO.

In early December 2014, Mr. Lang and Mr. Pollack met with Mr. Burlage and Mr. McCrummen to discuss CECO's recent acquisitions, PMFG's recent financial results, and the recent addition of two new directors to the PMFG Board as well as the circumstances leading up to those appointments. Mr. Burlage and Mr. McCrummen also described changes in personnel and operational initiatives taken by PMFG in response to PMFG's operating results in fiscal 2014. Mr. Lang and Mr. Pollack indicated that CECO had a continued interest in pursuing a strategic transaction with PMFG but was also considering alternative transactions. Mr. Lang and Mr. Pollack indicated that CECO's preference

was to devote its efforts to pursuing a strategic transaction with PMFG due to PMFG's positive first quarter of fiscal 2015 results, new director appointments and its belief that PMFG may be interested in pursuing transactions. It was agreed that, should CECO decide to reopen discussions, CECO should contact Stifel. No indication of value was discussed at this meeting.

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On January 7, 2015, following further discussions among Mr. Pollack, Mr. Lang, Mr. DeZwirek and Jefferies, Mr. Pollack contacted Stifel to advise Stifel of CECO's interest in reopening discussions with PMFG. At that meeting, Mr. Pollack orally conveyed a likely valuation in the range of \$7.00 to \$7.50 per outstanding share of PMFG common stock. Stifel advised Mr. Burlage of the discussion and the expectation that a new proposal would be forthcoming from CECO.

On January 9, 2015, CECO provided a new proposal to Mr. McCashin and Mr. Burlage. Under the terms of this proposal, CECO was prepared to acquire PMFG at a purchase price of \$7.00 per outstanding share of PMFG common stock, with 60% of the consideration payable in cash and 40% in shares of CECO common stock. CECO modified the composition of consideration from the original March 25, 2014 proposal in an effort to continue to manage the anticipated indebtedness of a combined company and potentially make its proposal more attractive to PMFG under its belief that PMFG would view a larger stock component more favorably given the future upside potential for PMFG stockholders. The proposed price represented a 42.6% premium to the \$4.91 closing price of PMFG common stock on the trading day preceding the date of the new proposal and a 35% premium to the 180-day value weighted average price of \$5.20. As stated in the new proposal, CECO would only be willing to pursue a potential transaction with PMFG if CECO were granted the exclusive right to negotiate a potential transaction with PMFG for a 60-day period.

On January 16, 2015, the PMFG Board held a meeting to discuss CECO's new unsolicited proposal to acquire PMFG. Mr. McCrummen and representatives of Stifel and Jones Day also participated in that meeting. At that meeting, representatives of Stifel discussed their preliminary financial analysis of CECO's current proposal. Together with its advisors, the PMFG Board discussed possible reasons for CECO's renewed interest in PMFG, the potential benefits of a transaction between PMFG and CECO and other strategic alternatives, including PMFG's opportunities and challenges as a standalone company and the potential advantages and disadvantages associated with initiating a broader sale process. Mr. Burlage and Mr. McCrummen, together with representatives of Stifel, summarized certain key market challenges facing PMFG as a standalone company, noting that those challenges were more prevalent than in March 2014. These risks included (a) the recent pronounced decline in oil and gas prices that resulted in cancellations and delays for energy industry capital projects, (b) general business challenges in China amid a general slowdown in activity in that market, and (c) the continued reduced global spending in nuclear power generation infrastructure following the issues involving Japan's Fukushima nuclear facility after the 2011 tsunami. At the meeting, a representative of Jones Day made a presentation regarding the PMFG Board's fiduciary duties.

After extensive discussions with its financial and legal advisors, the PMFG Board approved renewing discussions with CECO regarding a potential transaction. The PMFG Board determined not to pursue a broader sale process at that time for many of the same reasons discussed in April 2014, including concerns regarding the potential distraction of management and key employees related to a fully-marketed sale transaction process, the possibility that information regarding a broader sale process would become public and the resulting uncertainty that would be created for employees, customers and suppliers regarding the future direction of PMFG. However, the PMFG Board instructed Stifel to seek to increase CECO's proposal of \$7.00 per outstanding share of PMFG common stock.

The PMFG Board also authorized representatives of Stifel to communicate to CECO that while PMFG was not for sale, the PMFG Board was prepared to grant exclusivity to CECO for a period of 45 days so long as CECO (a) was able to provide reasonable assurance of its ability to obtain adequate financing to consummate the proposed transaction (including the delivery of an executed debt commitment letter concurrently with the execution of any definitive agreement) and (b) agreed in the event CECO and PMFG entered into a definitive agreement with respect to the proposed merger, that PMFG would have a post-signing period in which it would be permitted to explore alternative proposals, which period is commonly referred to as a "go shop" period.

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Stifel subsequently communicated the PMFG Board's position to representatives of Jefferies. Following this communication, CECO discussed potentially increasing its proposal of \$7.00 per outstanding share of PMFG common stock to \$7.20 per outstanding share of PMFG common stock. On January 22, 2015, CECO delivered to PMFG a revised written, preliminary proposal reflecting this proposed price, with 50% of the consideration payable to PMFG's stockholders in cash and the remaining 50% payable in shares of CECO common stock. CECO modified the composition of consideration from its previous proposal in an effort to potentially make its proposal more attractive to PMFG under its belief that PMFG would view a proposal with a larger stock component more favorably given the future upside potential for PMFG stockholders. In the revised proposal, CECO affirmed that it would agree to provide PMFG with a 45-day "go shop" period post-signing. The revised proposal also provided that CECO's financing source was prepared to deliver a highly confident letter that CECO would be able to obtain financing for the proposed transaction.

CECO's proposal was subject to CECO entering into a financing arrangement with its prospective lenders and a number of other conditions, including completion to CECO's satisfaction of business, accounting, financial, environmental, legal, tax, insurance, contingent liability, information technology, intellectual property, facilities and human resources due diligence. CECO's preliminary proposal also required that PMFG agree to a 45-day exclusivity period with the possibility of a 15-day extension upon confirmation of valuation.

Following receipt of CECO's preliminary indication of interest, members of the senior management of each of PMFG and CECO, along with representatives of their respective financial advisors, continued to discuss the terms of a potential transaction between CECO and PMFG. Following further discussions, the PMFG Board instructed Stifel to seek to have CECO increase the value of its proposal.

Following further discussions, CECO provided PMFG with a further revised proposal on January 29, 2015 with an indicative value of \$7.35 per outstanding share of PMFG common stock, with 50% of the consideration payable in cash and 50% payable in shares of CECO common stock.

Following further discussions, CECO provided PMFG with a non-binding letter dated February 3, 2015 outlining CECO's proposal to acquire the outstanding shares of PMFG common stock for \$7.35 per outstanding share of PMFG common stock, with 50% of the consideration payable in cash and the remaining 50% payable in shares of CECO common stock. The proposed price represented a 51.9% premium to the \$4.84 closing price of PMFG common stock on the trading day preceding the proposal. The non-binding letter also provided that concurrently with execution of a definitive agreement, CECO would execute a debt commitment letter that provided CECO with the funds necessary to consummate the potential transaction with PMFG.

On February 3, 2015, concurrently with the delivery of the non-binding letter, CECO and PMFG entered into an exclusivity agreement that granted CECO a 45-day exclusivity period to negotiate a potential transaction with PMFG, with a provision for a potential 15-day extension period. Among other things, the exclusivity agreement also provided that, without the approval of the PMFG Board, CECO would not acquire any PMFG securities for a period of 18 months.

Promptly following execution of the exclusivity agreement, on February 6, 2015, CECO delivered to PMFG a preliminary due diligence request list. Shortly thereafter, PMFG delivered to CECO a preliminary due diligence request in connection with PMFG's confirmatory due diligence of CECO. On February 13, 2015, PMFG made available a data room to CECO and its advisors. Until the signing of the Merger Agreement, each party conducted confirmatory due diligence on the other party.

On February 18, 2015, Mr. McCashin, Mr. Burlage and Mr. McCrummen, and Mr. Lang and Mr. Pollack, together with representatives of PMFG's and CECO's respective financial advisors, met in person in Dallas, Texas, for due diligence meetings. At the meetings, senior management from each of CECO and PMFG presented an overview of their respective companies' businesses.

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In late February, 2015, Ernst & Young LLP (Ernst & Young) was contacted by each of CECO and PMFG to perform accounting and financial due diligence on the other party. After it informed each party of the conflict, each of CECO and PMFG provided a waiver to Ernst & Young, and Ernst & Young established procedures to create an information wall between the members of Ernst & Young involved in the separate engagements.

On March 6, 2015, Squire Patton Boggs (US) LLP (Squire Patton Boggs), CECO's legal advisor, delivered to Jones Day an initial draft merger agreement. Consistent with the draft term sheet accompanying CECO's proposal, the initial draft merger agreement provided for, among other things, proposed merger consideration of \$7.35 per share of PMFG stock, 50% payable in cash and 50% in stock at each PMFG stockholder's election, subject to proration and a then undetermined collar on the exchange ratio for the stock portion of the consideration. The initial draft merger agreement also provided that (a) each outstanding option to purchase shares of PMFG common stock would be cancelled and converted into the right to receive a cash payment equal to the excess value, if any, of the per share cash consideration over the exercise price for such option and (b) each outstanding share of PMFG restricted stock and each outstanding restricted stock unit would be fully vested, cancelled and converted into the right to receive a cash payment equal to the per share cash consideration.

Under the terms of the initial draft merger agreement, in the aggregate, 50% of the consideration paid by CECO (inclusive of any payments in connection with outstanding PMFG equity awards) would be paid in cash. Further, while the initial draft merger agreement provided for a 45-business day go shop period, it did not provide for a lower termination fee to be paid by PMFG in the event PMFG ultimately terminated the merger agreement to enter into a superior proposal with an excluded party (a third party with which PMFG had engaged in discussions during the go shop period with respect to a potential transaction). The initial draft merger agreement contemplated a termination fee equal to approximately 3% of the aggregate value of the transaction as the amount of the termination fee that would be payable by PMFG to CECO under all applicable circumstances. The initial draft merger agreement also provided that even if no other alternative proposal by a third party were made, PMFG would be required to reimburse CECO for all of its out-of-pocket expenses in the event PMFG stockholders did not approve the proposed transaction.

The initial draft merger agreement also provided that CECO would not be obligated to consummate the proposed merger unless its contemplated financing was available, and that PMFG's only recourse in that event would be a termination fee equal to approximately 4% of the aggregate value of the transaction.

Additionally, the initial draft merger agreement contemplated that concurrently with the execution of the merger agreement, PMFG would enter into a voting agreement with Mr. DeZwirek and Icarus Investment Corp., which voting agreement would provide that such CECO stockholders would vote their shares of CECO common stock in favor of the Share Issuance. However, under the terms of the initial draft merger agreement, CECO would not be obligated to pay PMFG a termination fee or reimburse PMFG for any of its expenses in the event CECO stockholders failed to approve the Share Issuance.

On March 13, 2015, Jones Day delivered to Squire Patton Boggs a revised draft of the merger agreement. Among other things, the revised draft merger agreement contemplated that CECO would provide more detailed representations, warranties and covenants about the availability of, and its efforts with respect to, its financing and other revisions related to decreasing the conditionality affecting the likelihood of closing. The revised draft merger agreement further provided that CECO's financing was not a condition to consummation of the proposed merger, meaning that even if there was a failure in CECO's ability to obtaining financing under its debt commitment letter, CECO would nonetheless be obligated to consummate the mergers, provided all other conditions to closing had been fulfilled.

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Also, the revised draft merger agreement prepared by Jones Day included a bifurcated termination fee structure with respect to a termination of the merger agreement by PMFG in order to enter into an alternative transaction as a result of a superior proposal, whereby the termination fee payable by PMFG in the event of a termination to enter into an alternative agreement with respect to a superior proposal with a party identified during the go shop period would be approximately 50% of the termination fee that would be payable if PMFG were to terminate the merger agreement in response to a superior proposal from a party that did not provide a proposal during the go shop period.

The revised draft merger agreement also increased the size of the termination fee that would be payable by CECO under certain circumstances to approximately 6% of the aggregate value of the transaction, which termination fee would be payable in the event CECO stockholders failed to approve the share issuance in connection with the transactions contemplated by the draft merger agreement. Further, the revised draft merger agreement eliminated any requirement that PMFG reimburse CECO for its expenses in connection with the rejection by PMFG stockholders of the proposed transaction absent the existence of an alternative transaction. The revised draft merger agreement also provided that any cash payment made in respect of outstanding options to purchase PMFG common stock and PMFG RSUs would not impact the 50% cash, 50% stock consideration mix offered to PMFG stockholders.

From March 13, 2015 until the execution of the Merger Agreement on May 3, 2015, the parties continued to negotiate the terms of the proposed merger agreement and exchange various drafts of the Merger Agreement.

On March 30, 2015, the PMFG Board met to discuss the status of negotiations with CECO. Mr. McCrummen, along with representatives of Jones Day and Stifel, also attended that meeting. During that meeting, Mr. McCrummen provided an update on the mutual due diligence being performed by each of PMFG and CECO on the other. Representatives of Stifel and the PMFG Board also discussed current market conditions. Representatives of Stifel noted that CECO, PMFG and their peer group had all underperformed relative to the broader market in the 12-month period ended March 26, 2015.

The PMFG Board and representatives of Stifel also discussed the recent decline in CECO's stock price following the release of its fourth quarter and fiscal 2014 financial results, and possible causes for that decline. Based on a trailing 12-month trading price history of PMFG, more than 90% of all trades were at prices below \$6.00 per share, significantly below the proposed per share purchase price proposed by CECO. The PMFG Board also discussed the effects of the changes in CECO's stock price to the broader transaction and the consideration proposed by CECO.

Following such discussions, representatives of Jones Day summarized for the PMFG Board the unresolved issues in the merger agreement, including issues relating to CECO's obligations with respect to obtaining financing, and the consequences of any failure to obtain that financing, the amount and timing of payment of any termination fees, and the scope of PMFG's representations and warranties. The PMFG Board and its advisors also discussed the potential benefits and drawbacks of the collar proposed by CECO with respect to the stock portion of the consideration.

Later in the week, Mr. Burlage, Mr. McCrummen and Mr. Pollack engaged in confirmatory due diligence discussions with representatives of CECO's potential lender. Representatives of Stifel and Jefferies also attended these discussions.

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On April 1, 2015, the CECO Board held a special telephonic meeting in which all directors participated. Edward Prajzner, CECO's Chief Financial Officer and CECO's legal, financial and accounting advisors were also in attendance. The purpose of the meeting was to provide to the CECO Board an overview of the potential merger with PMFG. CECO management and Jefferies discussed with the CECO Board management's views regarding potential synergies and performance metrics that could be achieved through the transaction with PMFG. The CECO Board considered the following potential synergies that could be achieved from a combination with PMFG, including, but not limited to: (a) reducing the overlap of the combined company's global footprint by integrating their respective global supply chains, as well as increasing the operational efficiencies of the combined organization's manufacturing facilities by leveraging CECO's asset-light strategy; (b) improving the efficiency of operating expenditures by consolidating service relationships, eliminating redundant activities and facilities; and (c) reducing costs by implementing CECO's focus on SG&A efficiencies. The CECO Board further considered CECO management's estimate that the Mergers would create approximately \$15 million in potential cost synergies by the end of the second year following consummation of the Mergers. The performance metrics discussed included, but were not limited to, targets for EBITDA, revenue and net income. Ernst & Young discussed with the CECO Board the ongoing quality of earnings review and financial and tax due diligence. Squire Patton Boggs reviewed the CECO Board's fiduciary duties in such a transaction and provided an update on legal due diligence. Squire Patton Boggs also provided the CECO Board with a summary of the terms of the current draft of the merger agreement and the most significant open issues with respect to the draft merger agreement, which included CECO's financing obligations, the termination and reverse termination fees and the collar pricing.

Also on April 1, 2015, at the direction of CECO, representatives of Jefferies contacted representatives of Stifel to outline CECO's proposal with respect to the exchange ratio for the stock portion of the consideration. Specifically, representatives of Jefferies relayed CECO's proposal for an asymmetric collar that would provide for a fixed exchange ratio for the stock consideration if the 15-day volume weighted average trading price of CECO common stock at closing was more than \$14.00 (approximately 24% above CECO's closing price of \$10.61 on March 31, 2015, the day before the proposal) or less than \$10.20 (approximately 4% below the \$10.61 closing price). CECO proposed an asymmetrical collar based upon its belief that the trading price of CECO common stock at the time of the proposal was close to CECO's 52-week low stock price and, as such, additional downside protection for the trading price of CECO common stock was not viewed by CECO to be necessary. On the same day, at the direction of CECO, representatives of Jefferies also provided representatives of Stifel with CECO management's unaudited financial projections for CECO for calendar years 2015 through 2019.

On April 7, 2015, Mr. Burlage, Mr. McCrummen and Mr. Pollack, along with representatives of their respective legal and financial advisors, met in person in Dallas to negotiate the terms of the merger agreement. At that meeting, CECO reiterated its proposal with respect to an asymmetrical collar to the exchange ratio. The collar was not discussed further by the parties at that meeting. However, the parties negotiated and tentatively agreed to other terms of the merger agreement, including various representations and warranties, pre-closing covenants and termination fees, which terms, as finally agreed, are described in *The Merger Agreement* beginning on page 154.

On April 8, 2015, representatives of Bank of America, N.A. sent CECO an initial draft of a commitment letter and a related fee letter for an amendment, increase (including a term loan facility) and backstop to CECO's existing credit facility.

On April 9, 2015, the PMFG Board held a meeting to discuss the status of the proposed transaction with CECO. Mr. McCrummen, along with representatives of Jones Day, Stifel and Ernst & Young also attended that meeting. Representatives of Ernst & Young presented a report on financial due diligence of CECO, which included a summary of the scope of diligence conducted by Ernst & Young and of its findings, including with respect to internal control matters identified by BDO USA, LLP, CECO's independent accountants. The PMFG Board instructed management to provide, at a future meeting of the PMFG Board, recommendations regarding additional financial due diligence that

should be considered by the PMFG Board in evaluating the proposed transaction. Following their presentation on financial due diligence, representatives of Ernst & Young exited the meeting.

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Representatives of Jones Day provided an update on the status of mutual legal due diligence conducted by PMFG and CECO on each other. Mr. Burlage led a discussion on operational due diligence on CECO, including his visit to CECO's Pudong, China facility. The PMFG Board also discussed key outstanding issues under the current draft merger agreement and the negotiations occurring on April 7, 2015, including the asymmetrical collar proposed by CECO. Mr. Burlage and representatives of Stifel also noted that the agreement providing CECO with exclusivity would expire on April 10, 2015 unless extended.

After discussions with its financial and legal advisors, the PMFG Board instructed PMFG's senior management and advisors to propose a more customary symmetrical collar to CECO.

Also at that meeting, the PMFG Board discussed PMFG's disappointing financial results the first calendar quarter of 2015 and the possibility that CECO would seek to renegotiate the proposed purchase price given those results.

On April 9, 2015, PMFG and CECO agreed to extend the exclusivity period to April 22, 2015.

On April 10, 2015, the CECO Board held a special meeting at which all directors attended. Also present were representatives of Squire Patton Boggs, Jefferies and Ernst & Young, as well as Mr. Prajzner. The purpose of the meeting was to provide the members of the CECO Board with a status update regarding the proposed transaction with PMFG. Mr. Pollack presented the history of the negotiations and current status. The CECO Board discussed the terms of the draft merger agreement and outstanding issues. The CECO Board also discussed the draft bank commitment letter and the terms of the proposed debt financing. Ernst & Young provided the CECO Board with an overview of the results of its tax and financial due diligence of PMFG.

On April 10, 2015, Mr. Burlage and Mr. McCrummen informed Mr. Lang that the PMFG Board preferred a symmetrical collar. Mr. Burlage, Mr. McCrummen and Mr. Lang also discussed the potential timing of the proposed transaction. Also on April 10, 2015, PMFG and CECO agreed to extend the exclusivity period to April 22, 2015.

On April 10, 2015, Mr. McCrummen discussed with Mr. Lang and Mr. Prajzner the material weakness in internal controls reported by CECO for the 2014 fiscal year and corrective actions undertaken by CECO.

On April 14, 2015, the PMFG Board met to discuss the current status of the proposed transaction with CECO. Mr. McCrummen and representatives of Jones Day also attended that meeting. Mr. McCrummen summarized his discussions with Mr. Lang and Mr. Prajzner concerning the material weakness in internal controls reported by CECO for the 2014 fiscal year and described corrective actions undertaken by CECO. The PMFG Board, Mr. McCrummen and representatives of Jones Day then discussed the current status of negotiations with CECO.

On April 15, 2015, Mr. Pollack and Mr. McCrummen discussed by telephone certain open issues in the revised draft merger agreement. Specifically, Mr. Pollack and Mr. McCrummen discussed issues regarding the scope of PMFG's representations and warranties in the draft merger agreement and related disclosure schedule requirements.

On April 16, 2015, PMFG's in-house counsel, Jones Day and Squire Patton Boggs discussed ongoing litigation matters concerning each company.

On April 16, 2015 and April 20, 2015, PMFG provided CECO with preliminary third quarter results and revised pro forma financial projections for fiscal year 2015 and fiscal year 2016.

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On April 21, 2015, Mr. DeZwirek, Mr. Lang and Mr. Pollack had a telephone conversation with Mr. McCashin, Mr. Burlage and Mr. McCrummen. During that conversation, Mr. DeZwirek informed Mr. McCashin, Mr. Burlage and Mr. McCrummen that, in light of PMFG's revised financial projections, CECO was no longer willing to proceed with the transaction at a purchase price of \$7.35 per outstanding share of PMFG common stock. Mr. DeZwirek stated that CECO's revised proposal was \$6.25 per share of outstanding shares of PMFG common stock. Mr. DeZwirek also stated that CECO would be willing to increase the stock portion of the consideration from 50% to 60%.

On April 23, 2015, counsel for Bank of America, N.A. and Merrill, Lynch, Pierce, Fenner and Smith Incorporated, CECO's lenders, provided a draft of their debt commitment letter to PMFG and Jones Day.

On April 24, 2015, the PMFG Board met to discuss the status of the proposed transaction with CECO, including the revised purchase price communicated by CECO to Mr. McCashin, Mr. Burlage and Mr. McCrummen. Mr. McCrummen and representatives of Jones Day and Stifel also attended the meeting. Representatives of Jones Day provided an update on the legal due diligence of CECO. The members of the PMFG Board, Mr. McCrummen and representatives of Jones Day discussed the current status of negotiations. The PMFG Board then discussed CECO's revised proposal, the circumstances under which it would be willing to consider a transaction and PMFG's current circumstances, including PMFG's existing credit facility that matures September 2015.

The PMFG Board also reviewed the terms of CECO's draft debt commitment letter, noting that CECO's contemplated financing would involve a draw on, and an additional term loan facility under, CECO's existing revolving credit facility. As a result, the debt financing would be subject to (a) the conditions to additional borrowings under CECO's existing credit agreement and (b) the conditions to the additional term loan facility provided in the commitment letter, which included, among others, a consolidated leverage ratio of CECO (after giving effect to the transactions contemplated by the draft merger agreement) of less than 3.5 to 1, (c) consummation of the mergers on the terms of the draft merger agreement, (d) the absence of a Material Adverse Effect on CECO or PMFG, (e) the accuracy of certain financial information provided to the lenders, (f) receipt by the lenders of interim financial statements of CECO and PMFG consistent with the financial information previously provided to the lenders and (g) provision of a marketing period of at least 30 business days for the lenders to arrange the facility. (For more information about the final terms of the debt financing, see *Financing and Indebtedness of CECO Following the Mergers* beginning on page 179.)

The PMFG Board authorized Stifel to provide CECO with a counterproposal reflecting a proposed merger consideration of \$6.90 to \$6.99 per share and a symmetrical 10% collar with respect to the stock portion of the consideration (pursuant to which the exchange ratio for the stock portion of the merger consideration would be fixed if the 15-day volume weighted average trading price of CECO stock at closing was more than 10% above or 10% below CECO's stock price at signing; inside the collar, the exchange ratio would fluctuate based on CECO's trading price). The PMFG Board authorized Stifel to communicate this counterproposal to Jefferies. The Board further advised Stifel that any valuation below PMFG's 52-week high stock price (\$6.82 per share) would require further discussion by the PMFG Board.

Later that day, representatives of Stifel communicated PMFG's counterproposal to representatives of Jefferies. At the direction of PMFG and CECO, respectively, representatives of Stifel and Jefferies spoke several times that day, exchanging, at the direction of PMFG and CECO, possible financial terms of the transaction related to value, the collar and the stock portion of the consideration. During such time, CECO management held numerous discussions with Jefferies regarding possible financial terms.

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On April 25, 2015, Mr. McCashin and Mr. Burlage had a telephone conversation with Stifel to discuss a proposed transaction with a purchase price of \$6.85 per outstanding share of PMFG common stock, with 45% of the consideration payable to PMFG stockholders in cash and the remaining 55% payable in shares of CECO common stock, subject to approval of the PMFG Board and CECO Board. CECO modified the composition of consideration from its previous proposal in an effort to potentially make its proposal more attractive to PMFG under its belief that PMFG would view a proposal with a larger stock component as consideration more favorably, given the future upside potential for PMFG stockholders. The proposed transaction also contemplated a symmetrical 10% collar for the stock portion of the merger consideration. The proposed transaction price represented a 52.2% premium to the \$4.50 closing price of PMFG common stock on the trading day preceding the discussion. Also on April 25, 2015, PMFG and CECO agreed to extend the exclusivity period to May 4, 2015.

From April 25, 2015 and continuing through May 3, 2015, senior managements of PMFG and CECO and their respective advisors finalized the terms of the merger agreement and the proposed transaction. Among the final terms negotiated, at CECO's insistence, the parties agreed that the 45% cash and 55% stock payable by CECO in the proposed transaction would take into account cash paid as consideration in respect of outstanding PMFG equity awards in order to fix the percentages of the consideration mix and eliminate any potential for fluctuations. Fluctuations could have occurred if the PMFG equity awards were settled for CECO common stock resulting from volatility in the trading price of CECO common stock between the signing of the Merger Agreement and the closing of the transaction. See *The Merger Agreement* beginning on page 154 for a summary of the final terms of the Merger Agreement.

The CECO Board held a special meeting on April 27, 2015, at which all of its directors were in attendance, except Lynn J. Lyall. Mr. Lyall, however, received all materials distributed to the CECO Board and spoke with Mr. Pollack regarding the matters to be discussed at the meeting. Representatives of Squire Patton Boggs and Jefferies were also in attendance, as well as Mr. Prajzner. The purpose of the meeting was to provide the members of the CECO Board with a status update of the proposed transaction with PMFG, including the reduction in CECO's proposed purchase price to \$6.85 per outstanding share of PMFG common stock. The CECO Board engaged in a detailed discussion of the purchase price, including the acquisition premium and potential strategic and other benefits that management expected to be realized by CECO from the transaction. In regard to the premium to the current trading price of PMFG common stock, the CECO Board believed that a significant premium to the closing price of PMFG common stock was reasonable given the expected larger scale and scope of a combined company, which was expected to improve CECO's overall cost structure and create operating efficiencies. In addition, the highly complementary nature of both PMFG's and CECO's products and end markets which is expected to result in enhanced selling opportunities and recurring revenue through a larger combined installed customer base. Mr. Pollack also provided the CECO Board with an overview of the financing for the proposed transaction.

On May 1, 2015, the CECO Board again met, with all of CECO's directors in attendance. Representatives of Squire Patton Boggs and Jefferies were also in attendance, as well as Mr. Prajzner. At the meeting, Jefferies discussed with the CECO Board financial matters relating to the merger consideration proposed to be paid by CECO in the transaction. Mr. Pollack also provided the CECO Board with an update on the draft merger agreement and draft bank commitment letter.

Also on May 1, 2015, the PMFG Board met to discuss the status of the proposed transaction with CECO. Mr. McCrummen, along with representatives of Stifel and Jones Day, also participated in that meeting. At that meeting, the PMFG Board engaged in extensive deliberations and discussions with its financial and legal advisors regarding the terms of the proposed transaction, as well as the current operational results of PMFG and other strategic alternatives. Also at that meeting, representatives of Stifel presented its financial analysis with respect to the proposed transaction, including a review of the methodologies used in performing such analysis, and the conclusions of such

analysis. Representatives of Stifel also reviewed and discussed with the PMFG Board its draft fairness opinion letter. For a more detailed summary of Stifel's financial analysis and fairness opinion, see *The Mergers Opinion of PMFG's Financial Advisor* beginning on page 117.

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Following the presentation from Stifel, representatives of Jones Day again reviewed with the PMFG Board fiduciary duties under Delaware law and the standard of judicial review of the PMFG Board's exercise of its business judgment that applies under Delaware law. Representatives of Jones Day then presented a summary of the principal terms of the proposed final draft merger agreement, including PMFG's representations and warranties in the proposed final draft merger agreement, the circumstances under which PMFG would not be required to complete the proposed transaction, including the go shop related provisions, the ability of the PMFG Board to respond to and ultimately accept a superior proposal, the termination fee payable by PMFG if the PMFG Board withdrew its recommendation that PMFG stockholders adopt the proposed merger agreement, the parties' respective obligations and commitments to seek required regulatory approvals, and the circumstances in which a reverse termination fee would be payable by CECO to PMFG.

Representatives of Jones Day also reviewed with the PMFG Board proposed draft resolutions of the PMFG Board and the compensation committee of the PMFG Board with respect to approval of the final draft merger agreement and related matters, including treatment of PMFG's outstanding equity awards under the merger agreement. Before adjourning, the PMFG Board agreed to meet on Sunday, May 3, 2015.

The PMFG Board met again on May 3, 2015. The purpose of the meeting was for the PMFG Board to consider and vote on the proposed transaction, the proposed final draft merger agreement, related draft voting agreement and draft lock-up agreements. Mr. McCrummen and representatives of Jones Day and Stifel also participated in that meeting. At that meeting, representatives of Jones Day reaffirmed their previous summary of the terms of the proposed final draft merger agreement that they previously provided at the PMFG Board's previous meeting. Representatives from Stifel then verbally informed the PMFG Board that it was Stifel's opinion that, as of such date, the proposed aggregate consideration to be received by holders of PMFG common stock was fair to PMFG and its stockholders from a financial point of view. Stifel subsequently delivered to the PMFG Board a written opinion to that effect dated May 3, 2015.

Following the conclusion of the various presentations described above, the PMFG Board unanimously determined that (a) the Merger Agreement and the transactions contemplated thereby, including the Mergers, were consistent with, and in furtherance of, the business strategies and goals of PMFG, are fair to and in the best interest of PMFG and its stockholders, and are advisable, (b) adopted resolutions approving and declaring the advisability of the Merger Agreement, the Mergers and the other transactions contemplated by the Merger Agreement, including the Voting Agreement and Lock-up Agreements, and (c) on the terms and subject to the conditions set forth in the Merger Agreement, resolved to recommend that PMFG stockholders adopt the Merger Agreement.

Later that day, the CECO Board held a special meeting in which all of its directors were in attendance. Representatives of Squire Patton Boggs and Jefferies were also in attendance, as well as Mr. Prajzner. At this meeting, CECO management and Squire Patton Boggs provided the CECO Board with an update on the draft merger agreement. Also at this meeting, Jefferies reviewed with the CECO Board its financial analysis of the Merger Consideration proposed to be paid in the transaction by CECO and rendered an oral opinion, confirmed by delivery of a written opinion dated May 3, 2015, to the CECO Board to the effect that, as of such date and based on and subject to the various assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken, the Merger Consideration to be paid by CECO pursuant to the Merger Agreement was fair, from a financial point of view, to CECO. After discussion, the CECO Board unanimously (a) determined that the Merger Agreement and the transactions contemplated by the Merger Agreement were advisable and in the best interests of the stockholders of CECO, (b) approved the issuance of CECO common stock pursuant to the Merger Agreement, (c) resolved to recommend that the CECO stockholders approve the issuance of CECO common stock pursuant to the Merger Agreement and (d) directed that the proposed issuance of CECO common stock pursuant to the Merger Agreement be submitted to CECO's stockholders for consideration in accordance with the Merger Agreement.

Later on the evening on May 3, 2015, the Merger Agreement, Voting Agreement and Lock-Up Agreements were executed and delivered. The execution of the Merger Agreement was publicly announced on May 4, 2015, prior to the opening of trading on NASDAQ.

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On April 8, 2015, prior to the execution of the Merger Agreement, representatives of Stifel circulated materials that they had prepared with the input of Mr. Burlage, Mr. McCrummen and two other members of PMFG management, John Conroy and Timothy Shippy, that included a list of 57 potential acquirors, approximately 22 of which were potential strategic acquirors and approximately 35 of which were potential private equity acquirors. Stifel also prepared materials for potential acquirors based on publicly available information regarding PMFG and its businesses. Jones Day prepared a form of confidentiality agreement based on the confidentiality agreement that PMFG entered into with CECO, consistent with the requirements of the Merger Agreement. Five additional potential acquirors were added after April 8, 2015.

Early in the 45-business day go-shop period following the execution of the Merger Agreement, representatives of Stifel, on behalf of PMFG, contacted each of the identified 63 potential acquirors by telephone and/or email regarding their possible interest in pursuing a potential acquisition of PMFG. Of the potential acquirors contacted, five requested a copy of PMFG's proposed non-disclosure agreement. PMFG entered into non-disclosure agreements with two potential acquirors. As of the date of this joint proxy statement/prospectus, none of these potential acquirors has submitted a proposal to pursue a transaction with PMFG.

CECO Board's Reasons for the Mergers

Throughout CECO's history, CECO has focused on acquisitions as a core part of its strategy, and developed a set of evaluation criteria which it has used and intends to continue to use to evaluate potential opportunities. As a part of this strategy, CECO's management and the CECO Board determined that PMFG met CECO's criteria for potential acquisitions, and identified PMFG as an attractive potential acquisition candidate. Since such time, the CECO Board and CECO management have been working together to develop various strategies for and approaches to the potential business combination with PMFG. CECO entered into a confidentiality agreement with PMFG in November 2013 for the purpose of evaluating a potential transaction.

At a meeting held on May 3, 2015, the CECO Board reviewed and considered the proposed Mergers with the assistance of CECO's management, as well as with CECO's legal and financial advisors. The CECO Board unanimously approved the execution of the Merger Agreement, taking into consideration a number of substantive factors, both positive and negative, of the Mergers to CECO and its stockholders. In making its determination, the CECO Board focused, among other things, on the following material factors:

CECO's Growth Strategy

The CECO Board considered its overall strategy for expansion and its acquisitive nature. The CECO Board considered how the acquisition of PMFG would fit into its strategy for expansion and potentially increase CECO's growth overall.

Financials, Operations and Businesses of PMFG

The CECO Board considered PMFG's businesses, historical financial performance and condition, operations, properties, assets, regulatory issues, prospects and management, taking into account the results of the due diligence investigations of PMFG conducted by CECO's management and advisors in connection with the proposed Mergers. The CECO Board also considered how complementary the business of PMFG would be to CECO in terms of product portfolios and key markets. The CECO Board considered PMFG's strong results for the quarter ended September 27, 2014 as a positive for pursuing the transaction initially. PMFG's lower-than-expected third quarter results for the quarter ended March 28, 2015 led the CECO Board to negotiate a price per share of PMFG common stock lower than originally proposed under the assumption that its future acquisition prospects at the original proposed price had

diminished.

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Alternatives for CECO

The CECO Board considered the future prospects of CECO and other potential alternatives available to CECO on a standalone basis, and the various other acquisition targets that CECO had considered. The CECO Board concluded that none of the other potential acquisitions would provide the same potential synergies and growth opportunities anticipated in the transaction with PMFG.

Markets and Industries

The CECO Board considered the fact that CECO and PMFG operate in similar core sectors of air pollution control and energy related products but have complementary rather than competing products in those markets. Specifically, the CECO Board considered the positive outlook of the air pollution control market, with increasing government regulations restricting air pollution, as well as the positive outlook of the natural gas market, as opposed to other energy markets. In addition to industrial markets, the CECO Board also considered geographic market expansions that the acquisition of PMFG would provide, including the ability to cross-sell PMFG's products in Asia and leverage PMFG's network to sell products in Europe and the Middle East.

Product Offerings

The CECO Board considered how the acquisition of PMFG would enable CECO to leverage both companies' blue-chip technology portfolios and highly respected brand-name products across a variety of applications. The CECO Board also considered how, generally, the combination of the CECO and PMFG product portfolios will allow the combined company to provide a more comprehensive customer solution from a single source provider. Specifically, the CECO Board considered how the combination of both silencer technology brands (Burgess Manning at PMFG and Aarding at CECO) will create a leading global manufacturer within the noise reduction and abatement market segment with expanded product alternatives and increased opportunities for the reduction of sourcing costs. The CECO Board also recognized that PMFG would provide CECO with what the CECO Board believed are the leading Selective Catalytic Reduction (SCR) and Selective Non-Catalytic Reduction (SNCR) technologies, which technologies are critical to the control of emissions in both utility and industrial power generation facilities and key to CECO's goal of becoming a complete solutions provider to its customers in the power generation and industrial end markets as well as expanding its presence in the energy value chain. Finally, the CECO Board considered how PMFG's recently acquired CCA Combustion Systems could be another significant addition to CECO's air pollution control business, providing critical combustion control technologies used to reduce air pollutants at the point of combustion for a variety of facilities, including utility power plants, paper & pulp mills, chemical plants, oil refineries and ethanol plants, and how such combustion control technologies would be an ideal fit for CECO's OneCECO sales initiative.

Revenue and Cash Flow Diversification

The CECO Board considered the positive prospect that the Mergers will diversify CECO's revenue and cash flow streams across new business lines and geographies. The CECO Board considered how a merger between CECO and PMFG could enhance selling opportunities through each company's respective sales channels and cross-selling products to customers across industries and geographies. Specific examples of such selling opportunities include the ability to sell PMFG's environmental products and services through CECO's sales network in China and the ability to increase CECO's European sales through PMFG's well established sales channels in Europe and the Middle East. The CECO Board also considered how the combination will further broaden CECO's client base for after-market sales and recurring revenue as a larger combined installed base of \$5 billion can be targeted, which significantly expands the opportunity for recurring revenue.

Table of Contents***Potential Synergies***

The CECO Board considered CECO management's estimate that the Mergers would create approximately \$15 million in cost synergies by the end of the second year following the consummation of the Mergers. Relative to CECO's estimated earnings per share on a standalone basis, the Mergers are expected to be accretive to the combined company in 2016 by approximately 7.2% on a non-GAAP basis (or dilutive by approximately 2.1% on a GAAP basis) and in 2017 by approximately 12.4% on a non-GAAP basis (or accretive by approximately 5.1% on a GAAP basis). The CECO Board considered among other things, the following synergies that could be achieved by a combination with PMFG: (a) reducing the overlap of the combined company's global footprint by integrating their respective global supply chains, as well as increasing the operational efficiencies of the combined company's manufacturing facilities by leveraging CECO's asset-light strategy; (b) improving the efficiency of operating expenditures by consolidating service relationships, eliminating redundant activities and facilities; and (c) reducing costs by implementing CECO's focus on SG&A efficiencies. The CECO Board considered how CECO stockholders would benefit from the realization of such potential synergies.

Integration

The CECO Board considered CECO's past successful integration of Met-Pro, and other significant acquisitions. The CECO Board considered the prior experience of CECO's management as a result of CECO's past acquisitions, such experience considered beneficial to any integration efforts for effecting a transaction with PMFG. The CECO Board also considered the risks associated with integration, including the challenges of combining the businesses of the two companies and the attendant risks of not achieving the expected strategic benefits and cost savings, other financial and operating benefits or improvement in earnings, and the challenges of diverting management focus and resources from other strategic opportunities and from operational matters for an extended period of time.

Opinion of Financial Advisor

The CECO Board considered the written opinion of Jefferies, dated May 3, 2015, to the CECO Board to the effect that, as of that date and based on and subject to the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken, the Merger Consideration to be paid by CECO pursuant to the Merger Agreement was fair, from a financial point of view, to CECO. The full text of the written opinion of Jefferies is attached as Annex E to this joint proxy statement/prospectus.

Stockholder Perceptions

The CECO Board considered the fact that the Share Issuance will dilute the ownership of CECO's existing stockholders and such dilution may be viewed as a negative to current and future investors in CECO. The CECO Board also considered how its investors may perceive a merger with PMFG, concluding that investors should view such combination positively, although some investors may not view such combination positively.

Approvals

The CECO Board considered the risks of not obtaining the required HSR approval. The CECO Board ultimately concluded the risk of not obtaining such approvals was low, taking into account the market presence of both CECO and PMFG. The CECO Board also considered the risks associated with obtaining the required approvals of CECO stockholders and PMFG stockholders. The CECO Board concluded the risk of not obtaining such approvals to be low, taking into account the trading price of PMFG at the time the Merger Agreement was signed, as well as the fact that CECO's significant stockholders had entered into Voting Agreements with PMFG.

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Litigation

The CECO Board considered the high likelihood that the Mergers would become the subject of litigation, most likely against PMFG, with claims alleging that PMFG's directors violated their fiduciary duties by agreeing to the Mergers. The CECO Board did not view the risk that such litigation would prevent the Mergers to be substantial.

Terms of Financing

The CECO Board considered the financing terms contemplated by the Commitment Letter, including the additional facility commitment and rates and fees under the Commitment Letter. The CECO Board viewed such financing terms favorably. The CECO Board also considered the risks attendant to obtaining such financing, including increased leverage and borrowing costs for CECO following consummation of the Mergers and the other transactions contemplated by the Merger Agreement.

Terms of the Merger Agreement

The CECO Board reviewed and considered the terms of the Merger Agreement, including the parties' respective representations, warranties and covenants, the conditions to their respective obligations to consummate the Mergers and their ability to terminate the Merger Agreement. See *The Merger Agreement* for a detailed discussion of the terms and conditions of the Merger Agreement. In particular, the CECO Board considered the following:

Merger Consideration

The CECO Board considered the composition of consideration payable in the Mergers and negotiated with PMFG regarding the composition. The CECO Board considered the ultimate agreement that approximately 45% of the aggregate consideration would be payable in cash, and the remaining approximately 55% of the aggregate consideration would be payable in shares of CECO common stock. The CECO Board believed such consideration mix made its proposal more attractive to PMFG under its belief that PMFG would view a proposal with a larger stock component more favorably given the future upside potential for PMFG stockholders and would allow CECO to continue to manage the anticipated indebtedness of a combined company. The CECO Board also considered that the implied Merger Consideration of \$6.85 per share represented a significant premium over the market prices at which PMFG common stock previously had traded. The CECO Board believed that the meaningful potential synergies that would result from the Mergers such as a larger scale and scope of CECO's business, would improve CECO's overall cost structure and create operating efficiencies, such that a significant premium to the closing price of PMFG common stock was reasonable.

Absence of Financing Condition

The CECO Board considered that while CECO's obligation to complete the Mergers pursuant to the Merger Agreement is not subject to any financing condition, CECO was able to obtain the Commitment Letter for the purpose of financing the transactions contemplated by the Merger Agreement. The CECO Board also considered the potential negative implications that, under the terms of the Merger Agreement, if CECO fails to obtain financing, CECO (a) may be required by PMFG to take action to enforce its rights under the Commitment Letter or (b) pay the \$9.6 million reverse termination fee to PMFG. For additional information on CECO's financing, see *Financing and Indebtedness of CECO Following the Mergers* beginning on page 179.

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Conditions to the Mergers; Likelihood of Closing; Voting Agreement; Lock-Up Agreements

The CECO Board considered the reasonable likelihood of consummation of the Mergers in light of PMFG's obligations to consummate the Mergers, PMFG's obligations to use its commercially reasonable efforts to obtain all regulatory approvals and the likelihood that PMFG stockholders will approve adoption of the Merger Agreement. The CECO Board also considered the likelihood that CECO stockholders will approve the Share Issuance (including the fact that holders of approximately 15% of the outstanding shares of CECO common stock have entered into a voting agreement with PMFG under which they are required to vote in favor of the Share Issuance) as well as the fact that significant stockholders of CECO were willing to enter into lock-up agreements.

Go-Shop

The CECO Board considered the potential negative implications of PMFG's right under the Merger Agreement, subject to certain conditions, to solicit offers with respect to alternative acquisition proposals during the go-shop period, to respond to certain alternative acquisition proposals and to terminate the Merger Agreement and accept a superior proposal prior to adoption of the Merger Agreement, subject to paying CECO a termination fee of \$1.6 million and reimbursing CECO for its expenses of up to \$1.6 million. The CECO Board also considered the right of the PMFG Board under the Merger Agreement to withdraw or modify its recommendation that PMFG stockholders adopt the Merger Agreement following the receipt of an alternative acquisition proposal that the PMFG Board determines in good faith (after consultation with its financial advisor and outside counsel) constitutes a superior proposal, subject to certain restrictions imposed by the Merger Agreement, including that the PMFG Board shall have determined in good faith (after consultation with its outside counsel) that the failure to take such action would constitute a breach by the PMFG Board of its fiduciary duties to the PMFG stockholders under Delaware law and that CECO shall have been given an opportunity to match the superior proposal.

Superior Proposals

The CECO Board also considered the potential negative impact of the right of the PMFG Board under the Merger Agreement to terminate the Merger Agreement to accept a superior proposal after the go-shop period, subject to certain restrictions imposed by the Merger Agreement, including that PMFG would be required to pay CECO a \$4.8 million termination fee concurrently with such termination.

Reverse Termination Fee and Expense Reimbursement to PMFG in Certain Circumstances

The CECO Board considered that, under the Merger Agreement, CECO would be required to pay PMFG a termination fee of \$9.6 million under certain circumstances or reimburse PMFG's expenses in an amount up to \$1.0 million under certain circumstances. The CECO Board considered such fees reasonable as they provide CECO with the ability to terminate the Merger Agreement in certain circumstances. See *The Merger Agreement Termination Fee; Reverse Termination Fee; Expenses* beginning on page 177 for additional information concerning termination fee potentially payable by CECO.

Conduct of Business Restrictions

The CECO Board considered the restrictions on the conduct of CECO's business under the Merger Agreement. CECO is required, prior to consummation of the Mergers, to conduct its business in the ordinary course and consistent with past practice and subject to specific limitations, which limit the manner in which CECO can conduct its business.

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The foregoing discussion of the information and factors considered by the CECO Board is not intended to be exhaustive, but rather is meant to include the material factors that the CECO Board considered. In view of the wide variety of factors considered in connection with its evaluation of the Mergers and the complexity of these matters, the CECO Board did not consider it practicable to, and did not attempt to, quantify or otherwise assign relative or specific weight or values to any of these factors. Rather, the CECO Board based its approval on an overall review and on the totality of the information presented to and factors considered by it. In addition, in considering the factors described above, individual directors may have given different weights to different factors.

This summary of CECO's reasons for the Mergers and other information presented in this section is forward-looking in nature and, therefore, should be read in light of the factors described under *Cautionary Statement Regarding Forward-Looking Statements* beginning on page 37.

Opinion of CECO's Financial Advisor

CECO has retained Jefferies as its financial advisor in connection with the Mergers. In connection with this engagement, CECO requested that Jefferies evaluate the fairness, from a financial point of view, to CECO of the consideration payable by CECO pursuant to the Merger Agreement. At a meeting of the CECO Board held on May 3, 2015 to evaluate the Mergers, Jefferies rendered an oral opinion, confirmed by delivery of a written opinion dated May 3, 2015, to the CECO Board to the effect that, as of that date and based on and subject to the various assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken as described in its opinion, the Merger Consideration to be paid by CECO pursuant to the Merger Agreement was fair, from a financial point of view, to CECO.

The full text of Jefferies' opinion describes the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken by Jefferies. This opinion is attached as Annex E and is incorporated herein by reference. **Jefferies' opinion was provided for the use and benefit of the CECO Board (in its capacity as such) in its evaluation of the Merger Consideration from a financial point of view to CECO and did not address any other aspect of the Mergers or any other matter. The opinion did not address the relative merits of the Mergers or other transactions contemplated by the Merger Agreement as compared to any alternative transaction or opportunity that might be available to CECO, nor did it address the underlying business decision by CECO to engage in the Mergers. Jefferies' opinion does not constitute a recommendation as to how any stockholder should vote or act in connection with the Mergers or any other matter.** Although subsequent developments or events may impact Jefferies' opinion, Jefferies has not undertaken any obligation to update, revise or reaffirm its opinion based on circumstances, developments or events that may exist or occur after the date of its opinion. The following summary is qualified in its entirety by reference to the full text of Jefferies' opinion.

In arriving at its opinion, Jefferies, among other things:

reviewed an execution version of the Merger Agreement provided to Jefferies on May 3, 2015;

reviewed certain publicly available financial and other information about CECO and PMFG;

reviewed certain information furnished to Jefferies by the respective managements of CECO and PMFG relating to the businesses, operations and prospects of CECO and PMFG, including financial forecasts and

estimates relating to CECO prepared by CECO management and financial forecasts and estimates relating to PMFG prepared by PMFG management as adjusted by CECO management;

reviewed certain estimates of, and related information prepared by, CECO management as to the cost savings potentially resulting from the Mergers, referred to as the cost savings;

held discussions with members of the senior managements of CECO and PMFG concerning the matters described in the second through fourth bullets immediately above;

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reviewed the stock trading price history and implied trading multiples for CECO and PMFG and compared them with those of certain publicly traded companies or businesses that Jefferies deemed relevant in evaluating CECO and PMFG;

compared the financial terms of the Mergers with publicly available financial terms of certain other transactions that Jefferies deemed relevant in evaluating the Mergers;

considered the potential pro forma financial effects of the Mergers on CECO, after taking into account the cost savings, utilizing financial forecasts and estimates relating to PMFG prepared by PMFG management as adjusted by CECO management and financial forecasts and estimates relating to CECO prepared by CECO management; and

conducted such other financial studies, analyses and investigations as Jefferies deemed appropriate.

In its review and analysis and in rendering its opinion, Jefferies assumed and relied upon, but did not assume any responsibility to independently investigate or verify, the accuracy and completeness of all financial and other information that was supplied or otherwise made available by CECO and PMFG, that was publicly available to Jefferies (including, without limitation, the information described above) or that was otherwise reviewed by Jefferies. Jefferies relied on assurances of the managements of CECO and PMFG that they were not aware of any facts or circumstances that would make such information incomplete, inaccurate or misleading. In its review, Jefferies did not obtain any independent evaluation or appraisal of any of the assets or liabilities (contingent, off-balance sheet or otherwise), nor did Jefferies conduct a physical inspection of any of the properties or facilities, of CECO, PMFG or any other entity and Jefferies was not furnished with, and assumed no responsibility to obtain, any such evaluations, appraisals or physical inspections.

With respect to the financial forecasts and estimates provided to and reviewed by Jefferies, Jefferies noted that projecting future results of any company is inherently subject to uncertainty. Jefferies was informed, however, and assumed, that the financial forecasts and estimates relating to CECO, PMFG (as adjusted by CECO management) and the cost savings which Jefferies was directed to utilize in its analyses were reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the respective managements of CECO and PMFG, as the case may be, as to the future financial performance of CECO and PMFG, such cost savings and the other matters covered thereby. Jefferies expressed no opinion as to any such financial forecasts or estimates or the assumptions on which they were based and Jefferies assumed that the financial results reflected in the financial forecasts and estimates utilized in its analyses, including with respect to the cost savings, would be realized in the amounts and at the times projected. Jefferies relied upon the assessments of CECO management as to, among other things, (1) the potential impact on CECO and PMFG of market, cyclical and other trends in and prospects for, and governmental, regulatory and legislative matters relating to or affecting, the filtration industry, (2) existing and future relationships, agreements and arrangements with, and the ability to attract and retain, key customers and related contracts and other commercial relationships and (3) the ability of CECO to integrate the businesses and operations of PMFG with those of CECO. At CECO's direction, Jefferies assumed that there would not be any developments with respect to any such matters that would have an adverse effect on CECO, PMFG or the Mergers (or the contemplated benefits thereof) or that otherwise would be meaningful in any respect to Jefferies' analyses or opinion. Jefferies also assumed, at CECO's direction, that any adjustments to or proration or allocation of the Merger Consideration would not be meaningful in any respect to Jefferies' analyses or opinion.

Jefferies' opinion was based on economic, monetary, regulatory, market and other conditions existing and which could be evaluated as of the date of Jefferies' opinion. Jefferies noted for the CECO Board that the credit, financial and stock markets have experienced, and the industries in which CECO and PMFG operate continue to experience, volatility and Jefferies expressed no opinion or view as to any potential effects of such volatility on CECO, PMFG or the Mergers (including the contemplated benefits thereof). Jefferies expressly disclaimed any undertaking or obligation to advise any person of any change in any fact or matter affecting its opinion of which Jefferies becomes aware after the date of its opinion.

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Jefferies made no independent investigation of any legal, accounting or tax matters affecting CECO, PMFG or the Mergers and Jefferies assumed the correctness in all respects meaningful to its analysis and opinion of all legal, accounting and tax advice given to CECO or the CECO Board, including, without limitation and at the direction of the CECO Board, advice as to the legal, accounting and tax consequences of the terms of, and transactions contemplated by, the Merger Agreement and related documents. Jefferies assumed that the First Merger and the Second Merger would be treated as a single integrated transaction and would qualify as a reorganization for U.S. federal income tax purposes under applicable provisions of the Code of 1986, as amended, as contemplated by the Merger Agreement. Jefferies also assumed, at the direction of the CECO Board, that the final Merger Agreement, when signed by the parties thereto, would not differ from the execution version of the Merger Agreement reviewed by Jefferies in any respect meaningful to its analyses or opinion. Jefferies further assumed that the Mergers would be consummated in accordance with their respective terms and in compliance with all applicable laws and other requirements and that, in the course of obtaining the necessary regulatory or third party approvals, consents and releases for the Mergers, no delay, limitation, restriction or condition would be imposed that would have an adverse effect on PMFG, CECO or the Mergers (including the contemplated benefits thereof).

Jefferies' opinion was provided for the use and benefit of the CECO Board (in its capacity as such) in its evaluation of the Merger Consideration from a financial point of view to CECO. Jefferies' opinion did not address the relative merits of the Mergers or other transactions contemplated by the Merger Agreement as compared to any alternative transaction or opportunity that might be available to CECO, nor did it address the underlying business decision of CECO to engage in the Mergers or the terms of the Merger Agreement or the documents referred to therein, the form or structure of the Merger Consideration or the Mergers, any adjustments to or proration or allocation of the Merger Consideration, or any term, aspect or implication of any lock-up or voting agreement or other agreements or arrangements contemplated by or resulting from the Mergers. In addition, Jefferies was not asked to address, and its opinion did not address, the fairness to, or any other consideration of, the holders of any class of securities, creditors or other constituencies of CECO or any other party to the Mergers. Jefferies expressed no view or opinion as to the actual value of CECO common stock when issued in the First Merger or the prices at which CECO common stock or PMFG common stock would trade at any time. Furthermore, Jefferies did not express any view or opinion as to the fairness, financial or otherwise, of the amount or nature of any compensation or other consideration payable to or to be received by any officers, directors or employees, or any class of such persons, in connection with the Mergers relative to the Merger Consideration or otherwise. The issuance of Jefferies' opinion was authorized by Jefferies' fairness committee.

In connection with rendering its opinion to the CECO Board, Jefferies performed a variety of financial and comparative analyses, which are summarized below. The following summary is not a complete description of all analyses performed and factors considered by Jefferies in connection with its opinion. The preparation of a financial opinion is a complex process involving subjective judgments and is not necessarily susceptible to partial analysis or summary description. With respect to the selected public companies and selected precedent transactions analyses summarized below, no company or transaction used as a comparison was identical or directly comparable to CECO, PMFG or the Mergers. Although Jefferies believes that it did not exclude companies or transactions from its selected public companies and selected precedent transactions analyses that in its professional judgment met its selected criteria, these analyses necessarily involved complex considerations and judgments concerning financial, business and operating characteristics and other factors that could affect the public trading, acquisition or other values of the companies or transactions concerned or views regarding the comparability of such companies or transactions and, accordingly, such analyses may not necessarily include all companies or transactions that could be deemed relevant for comparative purposes with CECO, PMFG or the Mergers.

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Jefferies believes that its analyses and the summary below must be considered as a whole and that selecting portions of its analyses and factors or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying Jefferies' analyses and opinion. Jefferies did not draw, in isolation, conclusions from or with regard to any one factor or method of analysis for purposes of its opinion, but rather arrived at its ultimate opinion based on the results of all analyses undertaken by it and assessed as a whole.

The estimates of the future performance of CECO or PMFG in or underlying Jefferies' analyses are not necessarily indicative of future results or values, which may be significantly more or less favorable than those estimates. In performing its analyses, Jefferies considered industry performance, general business and economic conditions and other matters, many of which were beyond the control of CECO and PMFG. Estimates of the financial value of companies do not purport to be appraisals or necessarily reflect the prices at which companies or securities actually may be sold or acquired. Accordingly, the estimates used in, and the range of the valuations resulting from, any particular analysis described below are inherently subject to substantial uncertainty and should not be taken as Jefferies' view of the actual value of CECO, PMFG or their respective securities.

The consideration to be paid by CECO pursuant to the Merger Agreement was determined through negotiation between CECO and PMFG, and the decision by CECO to enter into the Merger Agreement was solely that of the CECO Board. Jefferies' opinion and financial analyses were only one of many factors considered by the CECO Board in its evaluation of the Mergers and should not be viewed as determinative of the views of the CECO Board or management with respect to the Mergers or the consideration payable in the Mergers.

The following is a brief summary of the material financial analyses provided to the CECO Board and performed by Jefferies in connection with its opinion. **The financial analyses summarized below include information presented in tabular format. In order to fully understand Jefferies' financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Jefferies' financial analyses.** For purposes of the financial analyses described below, the term Merger Consideration refers to the consideration payable in the First Merger in the amount of \$6.85 per outstanding share of PMFG common stock (assuming, in the case of a cash/stock consideration mix of 45% cash consideration and 55% stock consideration, \$3.08 in cash and \$3.77 per share of CECO common stock utilizing, for the stock portion of the consideration, an Exchange Ratio of 0.5813 and the CECO Average Trading Price of \$11.78 as of May 1, 2015). Financial data utilized for PMFG in the financial analyses described below was based on financial forecasts and estimates of PMFG management as adjusted by CECO management, referred to as the adjusted PMFG management forecasts, and financial data utilized for CECO in such analyses was based on financial forecasts and estimates of CECO management, referred to as the CECO management forecasts.

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PMFG Financial Analyses

Selected Public Companies Analysis

Jefferies reviewed publicly available financial, stock market and operating information of PMFG and the following seven selected companies with business and operating characteristics which Jefferies in its professional judgment considered generally relevant for comparative purposes as publicly traded companies in the air pollution control and filtration industries, referred to as the PMFG selected air pollution control and filtration companies:

Calgon Carbon Corporation
CECO Environmental Corp.
CLARCOR Inc.
Donaldson Company, Inc.
Fuel Tech, Inc.
Global Power Equipment Group Inc.
The Babcock & Wilcox Company

Jefferies also reviewed publicly available financial, stock market and operating information of PMFG and the following five selected companies with business and operating characteristics which Jefferies in its professional judgment considered generally relevant for comparative purposes as publicly traded companies in the energy equipment and controls industry, referred to as the PMFG selected energy equipment and controls companies and, together with the PMFG selected air pollution control and filtration companies, collectively referred to as the PMFG selected companies:

Cameron International Corporation
Dover Corporation
Enerflex Systems Ltd.
FMC Technologies, Inc.
Forum Energy Technologies, Inc.

Jefferies reviewed enterprise values, calculated as fully diluted equity values based on closing stock prices on May 1, 2015 plus total debt, preferred stock and minority interests (as applicable) less cash and cash equivalents, as a multiple of calendar year 2015 and calendar year 2016 estimated earnings before interest, taxes, depreciation and amortization, adjusted for one-time non-recurring items, referred to as adjusted EBITDA. Financial data of the PMFG selected companies were based on publicly available Wall Street research analysts' consensus estimates and other publicly available information. Financial data of PMFG was based on the adjusted PMFG management forecasts and publicly available Wall Street research analysts' consensus estimates.

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The overall median calendar year 2015 and calendar year 2016 estimated adjusted EBITDA for the PMFG selected companies were 9.7x and 9.2x, respectively. The low to high calendar year 2015 and calendar year 2016 estimated adjusted EBITDA multiples observed for the PMFG selected air pollution companies were 7.6x to 13.3x (with a median of 10.5x) and 7.0x to 13.1x (with a median of 8.9x), respectively. The low to high calendar year 2015 and calendar year 2016 estimated adjusted EBITDA multiples observed for the PMFG selected energy equipment and controls companies were 6.8x to 11.5x (with a median of 9.3x) and 6.8x to 10.6x (with a median of 9.4x), respectively. Jefferies noted that the calendar year 2015 and calendar year 2016 estimated adjusted EBITDA multiples observed for PMFG based on Wall Street research analysts' consensus estimates were 14.5x and 7.3x, respectively. Jefferies then applied selected ranges of calendar year 2015 and calendar year 2016 estimated adjusted EBITDA multiples of 8.0x to 10.0x and 7.0x to 9.0x, respectively, derived from the PMFG selected companies to corresponding data of PMFG based on the adjusted PMFG management forecasts. This analysis indicated the following approximate implied equity value per share reference ranges for PMFG, both before and after giving effect to 0% to 100% of the estimated net present value (as of June 30, 2015) of the potential cost savings expected by CECO management to be realized from the Mergers, as compared to the Merger Consideration:

Implied Equity Value Per Share Reference Ranges Based on:

CY 2015E		CY 2016E		Merger Consideration
Adjusted EBITDA	Adjusted EBITDA	Adjusted EBITDA	Adjusted EBITDA	
(Without Potential	(With Potential	(Without Potential	(With Potential	
Cost Savings)	Cost Savings)	Cost Savings)	Cost Savings)	
\$3.47 - \$4.17	\$3.47 - \$7.54	\$3.84 - \$4.74	\$3.84 - \$8.11	\$6.85

Selected Precedent Transactions Analysis

Using publicly available information, Jefferies reviewed financial data relating to the following 11 selected transactions publicly announced from January 1, 2012 to May 1, 2015, involving target companies with business and operating characteristics which Jefferies in its professional judgment considered generally relevant for comparative purposes for companies with operations in the filtration and energy equipment industries, collectively referred to as the selected transactions, which selected transactions had enterprise values ranging from approximately US\$117 million to US\$3.9 billion:

Announcement Date	Acquiror	Target
October 2, 2014	Dover Corporation	Accelerated Companies LLC
September 30, 2014	Graco Inc.	Alco Valves Group (Alco)
May 13, 2014	The Babcock & Wilcox Company	MEGTEC Systems Inc.
November 5, 2013	CLARCOR Inc.	General Electric Company (Air Filtration Business)
March 8, 2013	Kohlberg Kravis Roberts & Co. L.P.	Gardner Denver, Inc.
March 6, 2013	Riverstone Holdings LLC	Utex Industries, Inc.
December 20, 2012	The Weir Group PLC	Mathena, Inc.

November 26, 2012
August 9, 2012
July 24, 2012
June 21, 2012

Harbour Group
National Oilwell Varco, Inc.
BC Partners/The Carlyle Group
Cabot Corporation

Cleaver-Brooks, Inc.
Robbins & Myers, Inc.
Accudyne Industries
Norit N.V.

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Jefferies reviewed transaction values of the selected transactions, calculated as the purchase prices paid for the target companies involved in such transactions plus total debt, preferred stock and minority interests (as applicable) less cash and cash equivalents, as a multiple of such target companies' latest 12 months adjusted EBITDA, as available. Financial data of the selected transactions were based on public filings, press releases, publicly available Wall Street research and other publicly available information. Financial data of PMFG was based on the adjusted PMFG management forecasts. The overall low to high latest 12 months adjusted EBITDA multiples observed for the selected transactions for which information was publicly available (excluding confidential information for certain selected transactions) was 7.9x to 12.0x (with a median of 9.7x). Jefferies then applied a selected range of latest 12 months adjusted EBITDA of 8.75x to 10.75x derived from the selected transactions to PMFG's latest 12 months (as of June 30, 2015) estimated adjusted EBITDA based on the adjusted PMFG management forecasts. This analysis indicated the following approximate implied equity value per share reference range for PMFG, as compared to the Merger Consideration:

Implied Equity Value Per Share

Reference Range
\$3.41 - \$4.03

Merger Consideration
\$6.85

Discounted Cash Flow Analysis

Jefferies performed a discounted cash flow analysis of PMFG by calculating the estimated present value of the standalone unlevered, after-tax free cash flows that PMFG was forecasted to generate during the last six months of a calendarized fiscal year ending December 31, 2015 through the full calendarized fiscal year ending December 31, 2019 based on the adjusted PMFG management forecasts, both before and after taking into account 0% to 100% of the estimated net present value of the potential cost savings expected by CECO management to result from the Mergers. For purposes of this analysis, stock-based compensation was treated as a cash expense. Terminal values of PMFG were calculated by applying to PMFG's fiscal year ending December 31, 2019 estimated adjusted EBITDA, assuming normalized depreciation expense equal to capital expenditures in such terminal year, a selected range of EBITDA terminal value multiples of 8.75x to 10.75x. The present values (as of June 30, 2015) of the cash flows, cost savings and terminal values were then calculated using a selected discount rate range of 13.5% to 14.5%. This analysis indicated the following approximate implied equity value per share reference ranges for PMFG, both before and after giving effect to 0% to 100% of the estimated net present value (as of June 30, 2015) of the potential cost savings expected by CECO management to be realized from the Mergers, as compared to the Merger Consideration:

Implied Equity Value Per Share

Reference Ranges
Without Potential With Potential

Cost Savings

\$4.47 - \$5.30

Cost Savings

\$4.47 - \$8.67

Merger Consideration

\$6.85

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CECO Financial Analyses

In order to assist the CECO Board in evaluating certain market perspectives on CECO on a standalone basis, Jefferies reviewed the following:

Selected Public Companies EBITDA Trading Multiples Comparison

Jefferies reviewed publicly available financial, stock market and operating information of CECO and the following seven selected companies with business and operating characteristics which Jefferies in its professional judgment considered generally relevant for comparative purposes as publicly traded companies in the air pollution control and filtration industries, referred to as the CECO selected air pollution control and filtration companies:

Calgon Carbon Corporation
CLARCOR Inc.
Donaldson Company, Inc.
Fuel Tech, Inc.
Global Power Equipment Group Inc.
PMFG, Inc.
The Babcock & Wilcox Company

Jefferies also reviewed publicly available financial, stock market and operating information of the following seven selected companies with business and operating characteristics which Jefferies in its professional judgment considered generally relevant for comparative purposes as publicly traded companies in the pumps and pumping equipment industry, referred to as the CECO selected pump equipment companies and, together with the CECO selected air pollution control and filtration companies, collectively referred to as the CECO selected companies:

Colfax Corporation
Flowsolve Corporation
Franklin Electric Co., Inc.
Graco Inc.
IDEX Corporation
The Gorman-Rupp Company
Xylem Inc.

Jefferies reviewed enterprise values, calculated as fully diluted equity values based on closing stock prices on May 1, 2015 plus total debt, preferred stock and minority interests (as applicable) less cash and cash equivalents, as a multiple of calendar year 2015 and calendar year 2016 estimated adjusted EBITDA. Financial data of the selected companies were based on publicly available Wall Street research analysts' consensus estimates and other publicly available information. Financial data of CECO was based on publicly available Wall Street research analysts' consensus estimates.

The overall median calendar year 2015 and calendar year 2016 estimated adjusted EBITDA multiples observed for the CECO selected companies were 11.3x and 10.3x, respectively. The low to high calendar year 2015 and calendar year 2016 estimated adjusted EBITDA multiples observed for the CECO selected air pollution control and filtration companies were 7.6x to 14.5x (with a median of 11.0x) and 7.0x to 13.1x (with a median of 8.9x), respectively. The low to high calendar year 2015 and calendar year 2016 estimated adjusted EBITDA multiples observed for the CECO

selected pump equipment companies were 9.6x to 13.2x (with a median of 11.4x) and 9.6x to 12.0x (with a median of 10.7x), respectively. Jefferies noted that the calendar year 2015 and calendar year 2016 estimated adjusted EBITDA multiples observed for CECO based on Wall Street research analysts' consensus estimates were 8.3x and 7.3x, respectively.

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Selected Public Companies Historical Adjusted EBITDA Multiples Comparison

In reviewing the financial and stock market performance of CECO relative to the CECO selected companies, Jefferies compared the historical next 12 months estimated adjusted EBITDA multiples of CECO and the CECO selected companies during the one-year, two-year and three-year periods ended May 1, 2015. Financial data of CECO and the selected companies were based on publicly available Wall Street research analysts' consensus estimates and other publicly available information. Jefferies observed that the average one-year, two-year and three-year historical next 12 months estimated adjusted EBITDA multiples of the CECO selected companies exceeded the corresponding average historical next 12 months estimated adjusted EBITDA multiples of CECO by 2.7x, 2.2x and 2.5x, respectively.

Selected Wall Street Analysts' Stock Price Targets on CECO

Jefferies reviewed, among other things, one-year forward stock price targets for CECO common stock as reflected in publicly available Wall Street research analysts' reports, which indicated an overall stock price target range for CECO common stock of \$13.00 to \$20.00 per share, as compared to the closing price of CECO common stock on May 1, 2015 of \$11.79 per share.

Additional Information

Jefferies observed certain additional information that was not considered part of Jefferies' financial analysis with respect to its opinion but were noted for informational purposes, including:

Accretion/Dilution

Jefferies reviewed the potential pro forma financial effect of the proposed Mergers on CECO's fiscal years ending December 31, 2015 (pro forma as if the Mergers occurred on January 1, 2015) through December 31, 2017 estimated earnings per share, referred to as EPS, both on a GAAP and non-GAAP basis, based on the Merger Consideration and after taking into account the potential cost savings expected by CECO management to result from the Mergers assuming approximately 23% and 65% of such cost savings are realized in the fiscal years ending December 31, 2015 and December 31, 2016, respectively, and 100% of such cost savings are realized in the fiscal year ending December 31, 2017. Financial data of PMFG was based on the adjusted PMFG management forecasts and financial data of CECO was based on the CECO management forecasts. This review indicated the following:

relative to CECO's estimated GAAP EPS on a standalone basis, the proposed Mergers could be dilutive to CECO's EPS by approximately (23.5)% in fiscal year 2015, dilutive by approximately (2.1)% in fiscal year 2016 and accretive by approximately 5.1% in fiscal year 2017; and

relative to CECO's estimated non-GAAP EPS on a standalone basis, the proposed Mergers could be dilutive to CECO's EPS by approximately (13.7)% in fiscal year 2015, accretive by approximately 7.2% in fiscal year 2016 and accretive by approximately 12.4% in fiscal year 2017.

The actual results achieved by CECO may vary from projected results and the variations may be material.

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Jefferies also observed the following:

the implied premiums paid in 30 selected transactions involving U.S. publicly traded target companies with operations in the industrials industry announced from January 1, 2010 to May 1, 2015 with transaction values ranging from \$50 million to \$500 million based on closing stock prices of the target companies involved in such transactions one-day prior to public announcement of the relevant transaction (or prior to the date of announcement by the target company of a strategic alternatives review process or the date of a public event, such as market rumors, that affected the closing stock price), which after applying the 25th percentile to 75th percentile of the premiums derived from such transactions of 9.6% to 34.9% (reflecting a median of 24.4%) to the closing price of PMFG common stock on May 1, 2015 of \$4.62 per share indicated an approximate implied equity value per share reference range for PMFG of approximately \$5.06 to \$6.23 per share, as compared to the Merger Consideration of \$6.85 per share; and

the historical stock price performance of PMFG common stock for the latest 12-month period, 15-day period, 30-day period, 60-day period and 90-day period ended May 1, 2015, which indicated an approximate overall low to high volume-weighted average price for PMFG common stock over such periods of \$4.47 to \$5.11 per share, and an overall low to high 52-week closing price for PMFG common stock of \$3.93 to \$6.82 per share, as compared to the closing price of PMFG common stock on May 1, 2015 of \$4.62 per share.

Miscellaneous

CECO has agreed to pay Jefferies for its financial advisory services in connection with the Mergers an aggregate fee of \$3.25 million, of which a portion was payable upon delivery of Jefferies' opinion and \$2.75 million is payable contingent upon consummation of the First Merger. In addition, CECO has agreed to reimburse Jefferies for its reasonable expenses, including reasonable fees and expenses of counsel, and to indemnify Jefferies and related parties against liabilities, including liabilities under federal securities laws, arising out of or in connection with the services rendered and to be rendered by Jefferies under its engagement.

Jefferies and its affiliates maintain a market in the securities of CECO and PMFG and, in the ordinary course of business, may trade or hold securities of CECO, PMFG and/or their respective affiliates for Jefferies' own account and for the accounts of Jefferies' customers and, accordingly, may at any time hold long or short positions in those securities. Jefferies and its affiliates in the past have provided financial advisory and financing services unrelated to the Mergers to CECO and certain of its affiliates, including, during the two-year period prior to the date of its opinion, having acted as a financial advisor to CECO in connection with an acquisition transaction in 2013, for which services during such two-year period Jefferies and its affiliates received an aggregate fee of approximately \$2.25 million. Although Jefferies and its affiliates did not during the two-year period prior to the date of its opinion provide financial advisory or financing services to PMFG or its affiliates, Jefferies and its affiliates may provide such services in the future, for which services Jefferies and its affiliates would expect to receive compensation. Jefferies and its affiliates also may in the future provide financial advisory and financing services to CECO and its affiliates, for which services Jefferies and its affiliates would expect to receive compensation.

Jefferies was selected to act as CECO's financial advisor in connection with the Mergers because Jefferies is an internationally recognized investment banking firm with substantial experience in merger and acquisition transactions

and its familiarity with CECO and its business. Jefferies is regularly engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, leveraged buyouts, negotiated underwritings, competitive bids, secondary distributions of listed and unlisted securities and private placements.

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PMFG Board's Reasons for the Mergers and Recommendation of the PMFG Board

Reasons for the Mergers

The PMFG Board carefully evaluated the Merger Agreement and the transactions contemplated by the Merger Agreement. The PMFG Board believes the proposed transaction with CECO is in the best interests of PMFG and its stockholders. In reaching its unanimous decision to approve the Merger Agreement and the transactions contemplated by the Merger Agreement, including the Mergers, the PMFG Board reviewed and evaluated a number of factors, including the following:

Merger Consideration

The PMFG Board concluded that the aggregate consideration to be received from CECO represented an attractive value to PMFG stockholders for several reasons, including:

Premium to Trading Price of PMFG Common Stock. The PMFG Board considered the fact that the implied Merger Consideration of \$6.85 per share represented a significant premium over the market prices at which PMFG common stock had previously traded, including a premium of approximately:

54.3% over the closing price per share of PMFG common stock on April 30, 2015, the second-to-last full trading day prior to the announcement of CECO and PMFG entering into the Merger Agreement;

50.5% over the one-month average closing price of PMFG common stock on April 30, 2015;

49.2% over the three-month average closing price of PMFG common stock on April 30, 2015; and

0.4% over the 52-week intraday high price of PMFG common stock on April 30, 2015.

Participation in Potential Upside Through the Stock Portion of Merger Consideration. The PMFG Board considered that 55% of the aggregate consideration will be paid in shares of CECO common stock. As a result, PMFG stockholders have the opportunity to participate in any future earnings or growth of the combined company and any future appreciation in the value of CECO common stock following the Mergers, should they decide to retain the CECO common stock payable in the Mergers. As part of its evaluation of the Stock Consideration, the PMFG Board considered information relating to CECO, CECO's stated reasons for the Mergers and the prospects of the combined company following the Mergers. In this regard, the PMFG Board considered CECO's estimates regarding the significant potential cost savings and other benefits obtainable from the Mergers.

Increased Liquidity in CECO Stock. The PMFG Board noted that CECO's market capitalization was approximately \$300 million, or about three times PMFG's market capitalization. The PMFG Board considered the increased liquidity that may be available to PMFG stockholders through receipt of the shares of CECO common stock.

Value Protection through Collar. The PMFG Board considered the fact that the Merger Agreement provides for a 10% symmetrical collar on the Exchange Ratio, which will, during the pendency of the Mergers, (a) protect PMFG stockholders should the trading price of CECO common stock decline within the collar (to as low as \$10.61 per

share), and (b) provide PMFG stockholders with shares of CECO common stock at a discount should the trading price of CECO common stock increase above the top of the collar (\$12.97 per share).

Significant Portion of Merger Consideration in Cash. The PMFG Board considered that approximately 45% of the aggregate consideration will be paid in cash, giving PMFG stockholders an opportunity to realize certain value for a significant portion of their investment immediately upon consummation of the Mergers.

Ability of PMFG Stockholders to Elect the Form of the Merger Consideration to be Received. The PMFG Board considered the fact that, subject to proration to ensure that the aggregate consideration (including any payments in request of outstanding PMFG equity awards) payable by CECO will be in the form of approximately 55% shares of CECO common stock and approximately 45% cash, PMFG stockholders will be able to elect the form of the Merger Consideration they will receive.

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Opinion of Financial Advisor. The PMFG Board considered the written opinion of Stifel that, as of May 3, 2015 and based upon and subject to the various assumptions, procedures, factors, qualifications and limitations set forth in the written opinion, the Merger Consideration, was fair, from a financial point of view, to holders of shares of PMFG common stock. The full text of the written opinion from Stifel is attached as Annex F to this joint proxy statement/prospectus.

Intended Deferred Taxation of Stock Merger Consideration. The PMFG Board considered the fact that taxation of any gains arising from the receipt of the stock portion of the Merger Consideration by PMFG's stockholders may be deferred under the structure of the transaction for U.S. federal income tax purposes. The PMFG Board also considered the fact that tax-deferred treatment of the stock portion of the Merger Consideration payable to PMFG stockholders is not a condition to the closing of the Mergers, and no assurance can be provided that tax-deferred treatment will be available to any PMFG stockholder.

Extensive Negotiations with CECO. The PMFG Board considered the extensive negotiations between PMFG and CECO and concluded that the aggregate consideration provided for in the Merger Agreement reflected the best value that CECO would be willing to provide at the present time.

Strategic Benefits

The PMFG Board considered that PMFG is a strong strategic fit with CECO's existing businesses; that the combined company would be positioned to become a market leader for the natural gas value chain; that the combined company would have access to attractive end markets to drive long-term growth; that the combined company would have an enhanced global footprint, particularly in China and the Middle East; and that the combined company will have a portfolio of highly engineered product offerings, have increased aftermarket and recurring revenue opportunities, and be poised to benefit from a balanced portfolio and diverse end markets.

Synergies

The PMFG Board considered CECO's estimate that the Mergers would create approximately \$15 million in annualized cost synergies by the end of the second year following consummation of the Mergers, primarily from operational consolidation and supply chain management and optimization. Because a portion of the Merger Consideration will be paid in CECO common stock, PMFG stockholders would have the opportunity to participate in the benefits of those synergies, if realized, in any future earnings or growth of the combined company following the Mergers should they determine to retain the CECO common stock payable in the Mergers.

Familiarity with Businesses

The PMFG Board considered its knowledge of PMFG's and CECO's businesses, historical financial performance and condition, operations, properties, assets, regulatory issues, prospects and management, taking into account the results of the due diligence investigation of CECO conducted by PMFG management and PMFG's financial, accounting and legal advisors in connection with the proposed Mergers. The PMFG Board also considered its knowledge of the current and prospective market environment in which PMFG and CECO operate.

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The PMFG Board considered its review of strategic alternatives and opportunities available to PMFG, including the fact that CECO had intermittently pursued a transaction with PMFG since November 2013. The PMFG Board considered it to be unlikely that any other buyers would be willing to acquire PMFG at a price in excess of \$6.85 per share (particularly financial buyers, given PMFG's results of operations in recent periods), even if PMFG were to conduct an auction process or other solicitation of alternative acquisition proposals. Rather than increasing the risk of CECO withdrawing its offer during the pendency of a pre-signing market check or auction process, the PMFG Board considered it preferable to enter into the Merger Agreement given the provisions of the Merger Agreement permitting PMFG to solicit alternative proposals during the go-shop period. The PMFG Board further noted that, as a result of the bifurcated termination fee structure in the Merger Agreement, the lower termination fee that PMFG would be required to pay if it were to terminate the Merger Agreement in order to enter into an alternative transaction during the go-shop period would not be a likely deterrent to a potential third-party acquirer. As a result, the PMFG Board concluded the aggregate consideration provided for in the Merger Agreement was the highest value reasonably available to PMFG at the time and that, if an alternative buyer were willing to acquire PMFG at a higher price, PMFG would have the ability to engage in discussions with such alternative buyer and potentially enter into an alternative transaction. The benefits of go-shop provisions of the Merger Agreement are also discussed below in this section and are summarized more fully in *The Merger Agreement - Go-Shop; No Solicitation; Superior Proposals*.

Standalone Prospects

The PMFG Board considered the risks associated with going forward as an independent company, including the risks that volatile energy prices would continue to limit PMFG's customers' ability or willingness to invest in new projects and the risk that nuclear power generation projects may be further delayed or cancelled due to safety concerns and government regulation. Additionally, the PMFG Board considered PMFG's ongoing credit and liquidity challenges in light of the upcoming expiration of its senior credit facility in September 2015. As a result of these risks, the PMFG Board considered the related risk that, if PMFG did not enter into the Merger Agreement with CECO, the value of shares of PMFG common stock could decline significantly below the value of the Merger Consideration. The PMFG Board concluded that the Merger Consideration will enable PMFG stockholders to realize a significant portion of PMFG's present and potential future value without the market or operational risks associated with continuing as a stand-alone company.

Terms of the Merger Agreement

The PMFG Board reviewed and considered the terms of the Merger Agreement, including the parties' respective representations, warranties and covenants, the conditions to their respective obligations to consummate the Mergers and their ability to terminate the Merger Agreement. See *The Merger Agreement* beginning on page 154 for a detailed discussion of the terms and conditions of the Merger Agreement. In particular, the PMFG Board considered the following:

Terms of CECO's Financing; Absence of Financing Condition. The PMFG Board considered that CECO's obligation to complete the Mergers pursuant to the Merger Agreement is not subject to any financing condition and that CECO represents and warrants in the Merger Agreement that it will have sufficient funds to complete the transactions contemplated by the Merger Agreement and will use its commercially reasonable efforts to obtain the proceeds of its debt financing commitment. The PMFG Board also considered the terms of the debt financing commitment CECO obtained in connection with the Mergers. The PMFG Board also considered the fact that under the terms of the Merger Agreement, in the event of a failure of CECO's financing, PMFG, at its sole option, can either (a) seek specific performance to require CECO to take action to enforce its rights under the Commitment Letter or (b) receive the \$9.6

million reverse termination fee from CECO. For additional information on CECO's financing, see *Financing and Indebtedness of CECO Following the Mergers* beginning on page 179.

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Conditions to the Mergers; Likelihood of Closing; Voting Agreement; Lock-Up Agreements. The PMFG Board considered the reasonable likelihood of consummation of the Mergers in light of CECO's obligations to consummate the Mergers, CECO's obligations to use its commercially reasonable efforts to obtain all regulatory approvals, the Commitment Letter, the likelihood that PMFG stockholders will approve adoption of the Merger Agreement, and the likelihood that CECO stockholders will approve the Share Issuance (including the fact that holders of approximately 15% of the outstanding shares of CECO common stock have entered into a voting agreement with PMFG under which they are required to vote in favor of the Share Issuance).

Go-Shop. The PMFG Board considered the fact that the Merger Agreement contains provisions that are designed to ensure that the aggregate consideration to be provided pursuant to the Merger Agreement is the best reasonably available to the holders of PMFG common stock, including the right, subject to certain conditions, to solicit offers with respect to alternative acquisition proposals during the go-shop period, to respond to certain alternative acquisition proposals and to terminate the Merger Agreement and accept a superior proposal prior to adoption of the Merger Agreement, subject to paying CECO a termination fee of \$1.6 million and reimbursing CECO for its expenses of up to \$1.6 million, which potential payments the PMFG Board believed would not likely be a meaningful deterrent to such a superior proposal.

Ability to Respond to Certain Unsolicited Acquisition Proposals. The PMFG Board considered the provisions in the Merger Agreement that provide for the ability of the PMFG Board to participate in discussions or negotiations with a person that has made an unsolicited acquisition proposal following the expiration of the go-shop period that the PMFG Board determines in good faith (after consultation with its financial advisor and outside counsel) constitutes or is reasonably likely to lead to a superior proposal and furnish to any such person confidential information with respect to PMFG pursuant to a confidentiality agreement, subject to certain restrictions imposed by the Merger Agreement, including that the PMFG Board shall have determined in good faith (after consultation with its outside counsel) that the failure to take such action would constitute a breach by the PMFG Board of its fiduciary duties to PMFG stockholders under Delaware law.

Ability to Change Recommendation. The PMFG Board considered the provisions in the Merger Agreement that provide for the ability of the PMFG Board to withdraw or modify its recommendation that PMFG stockholders adopt the Merger Agreement following the receipt of an alternative acquisition proposal that the PMFG Board determines in good faith (after consultation with its financial advisor and outside counsel) constitutes a superior proposal, subject to certain restrictions imposed by the Merger Agreement, including that the PMFG Board shall have determined in good faith (after consultation with its outside counsel) that the failure to take such action would constitute a breach by the PMFG Board of its fiduciary duties to the PMFG stockholders under Delaware law and that CECO shall have been given an opportunity to match the superior proposal.

Ability to Terminate Merger Agreement to Accept a Superior Proposal. The PMFG Board considered the provisions in the Merger Agreement that provide for the ability of the PMFG Board to terminate the Merger Agreement to accept a superior proposal outside of the go-shop period, subject to certain restrictions imposed by the Merger Agreement, including that PMFG would be required to pay CECO a \$4.8 million termination fee concurrently with such termination which, in the PMFG Board's view, would not likely deter alternative acquisition proposals and would not likely be required to be paid unless the PMFG Board entered into an agreement providing for a transaction that would be more favorable to the PMFG stockholders than the transactions contemplated by the Merger Agreement.

Reverse Termination Fee and Expense Reimbursement to PMFG in Certain Circumstances. The PMFG Board considered that under the Merger Agreement, CECO would be required to pay PMFG a termination fee of \$9.6 million under certain circumstances or reimburse PMFG's expenses in an amount up to \$1.0 million under certain circumstances. See *The Merger Agreement Termination Fee; Reverse Termination Fee; Expenses* beginning on

page 177 for additional information concerning termination fee potentially payable by CECO.

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Appraisal Rights. The PMFG Board considered the availability of appraisal rights for holders of PMFG common stock who properly exercise their rights under the DGCL, which would give these stockholders the ability to seek and be paid a judicially determined appraisal of the fair value of their shares of common stock at the completion of the Merger Agreement.

Stockholders Ability to Reject the Mergers. The PMFG Board considered the fact that the Mergers are subject to approval by PMFG stockholders, who would be free to reject the Mergers.

The PMFG Board also considered a variety of risks and other potentially negative factors concerning the Merger Agreement and the Mergers as a whole, including:

Failure to Consummate the Mergers

The PMFG Board considered the risks and costs to PMFG if the Mergers are not completed, including the potential diversion of management and employee attention from daily business, potential employee attrition, potential reduction in the trading price of PMFG common stock, and the potential erosion of customer, supplier and employee confidence in PMFG.

Failure to Achieve Benefits of the Mergers

The PMFG Board considered the risk that the potential benefits of the Mergers (including the \$15 million of cost synergies anticipated by CECO) may not be fully or partially achieved, or may not be achieved within the expected timeframe.

Limitation on Value of the Stock Consideration

The PMFG Board considered the risk that (a) the benefits of increases in the trading price of CECO common stock during the pendency of the Mergers within the 10% collar on the Exchange Ratio will not be realized by PMFG stockholders and (b) the value of the Stock Consideration to be paid by CECO in the Merger would be less than \$6.85 per share should the trading price of CECO common stock decline below \$10.61 at the effective time of the First Merger.

No Ongoing Equity Participation in PMFG's Potential Upside

The PMFG Board considered the fact that PMFG stockholders would not have the opportunity to continue participating in PMFG's potential upside as a stand-alone company, but would rather only participate in PMFG's upside indirectly as a part of the combined company if they retained the stock portion of the Merger Consideration following the effective time of the Mergers.

Risks of Combined Company

The PMFG Board considered the future financial, business and operational risks associated with the combined company if current PMFG stockholders retain the stock portion of the Merger Consideration following the effective time of the Mergers, which risks are different than those risks facing only PMFG's business.

Restrictions on Conduct of Business

The PMFG Board considered the restrictions on the conduct of PMFG's business prior to consummation of the Mergers, which restrictions require PMFG to conduct its business in the ordinary course and subject to specific limitations, which may delay or prevent PMFG from undertaking business opportunities that may arise pending consummation of the Mergers.

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Failure to Obtain Stockholder Approval

The PMFG Board considered the risk that CECO stockholders or PMFG stockholders may fail to provide the respective votes necessary to effect the Mergers, notwithstanding the fact that holders of approximately 15% of the outstanding shares of CECO common stock have entered into lock-up agreements obligating them not to sell their CECO common stock and a voting agreement with PMFG obligating them to vote in favor of the Mergers.

Failure of CECO to Obtain Financing

The PMFG Board considered the risk that, although CECO's obligation to complete the Mergers pursuant to the Merger Agreement is not subject to any financing condition, PMFG's remedies are limited in the event that CECO is unable to obtain the proceeds of the debt financing commitment. In such event, under the terms of the Merger Agreement, PMFG's only recourse is to either (a) seek specific performance to require CECO to take action to enforce its rights under the Commitment Letter, or (b) receive the \$9.6 million reverse termination fee from CECO. Furthermore, the conditions to consummation of the debt financing in the Commitment Letter are different than the conditions to consummation of the Merger Agreement. In particular, the PMFG Board considered the fact that unless CECO's financing is available, PMFG cannot seek specific performance to require consummation of the Mergers. For more information about the terms of the Merger Agreement in regard to CECO's financing and the terms of CECO's financing, see *The Merger Agreement Financing* and *Financing and Indebtedness of CECO Following the Mergers*, beginning on pages 171 and 179, respectively.

Payment of Termination Fee or Expense Reimbursement

The PMFG Board considered the risk under the Merger Agreement that PMFG could become obligated to pay CECO a termination fee of \$1.6 million or \$4.8 million and, in certain events, reimburse CECO's expenses, if the Merger Agreement is terminated under specified circumstances. See *The Merger Agreement Termination Fee; Reverse Termination Fee; Expenses* beginning on page 177 for additional information concerning the circumstances under which PMFG could become obligated to pay the termination fees.

Regulatory Risk

The PMFG Board considered the risk that regulatory authorities, including competition authorities, might seek to impose conditions on or otherwise prevent or delay the Mergers, or impose restrictions or requirements on the operation of the business of CECO after the Mergers.

Lessened Ongoing Equity Participation in Combined Company

The PMFG Board considered the fact that, because PMFG stockholders will be receiving approximately 45% cash in exchange for their PMFG stock, their ability to benefit from any increase in the value of CECO following consummation of the Mergers will be less than if they had received only CECO stock in exchange for their PMFG stock.

Reduced Voting Power in Combined Company

The PMFG Board considered the fact that, since the shares of CECO common stock that would be issued in the Mergers to PMFG stockholders are expected to represent approximately 20% of the market capitalization of the combined company following consummation of the Mergers, each PMFG stockholder would hold a smaller equity interest in the combined company than they held prior to the Mergers, which will reduce their voting power in the

combined company.

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Proration

The PMFG Board considered the fact that elections of the Cash Consideration or the Stock Consideration by PMFG stockholders would be prorated such that CECO would not pay more than \$66.2 million (or approximately 45%) of the aggregate consideration in cash. As a result, if PMFG stockholders prefer the Cash Consideration over the Stock Consideration, or vice versa, those stockholders may be required to take a portion of their Merger Consideration in a form of payment that is not the form of payment that they elected to receive.

Litigation Risks

The PMFG Board considered the likelihood of litigation challenging the Mergers, and the possibility that an adverse judgment for monetary damages could have a material adverse effect on the operations of the combined company after the Mergers or that an adverse judgment granting permanent injunctive relief could indefinitely enjoin consummation of the Mergers.

Taxes

The PMFG Board considered the fact that the cash portion of the aggregate consideration generally will be taxable to stockholders of PMFG for U.S. federal income tax purposes and the possibility that the stock portion of the aggregate consideration may also be taxable to stockholders of PMFG for U.S. federal income tax purposes, in each case to the extent such stockholders have realized gains.

Expenses

The PMFG Board considered the expenses associated with completing the Mergers.

Change of Control Risks

The PMFG Board considered the risk that, upon consummation of the Mergers, the counterparties under certain material agreements may be able to exercise certain change of control rights.

Other

The PMFG Board considered various other risks associated with the Mergers and the businesses of CECO and PMFG and the combined company described in *Risk Factors* beginning on page 39 or incorporated by reference into this joint proxy statement/prospectus.

In addition to considering the factors described above, the PMFG Board considered that some members of the PMFG Board have interests in the Mergers as individuals that are in addition to, and that may be different from, the interests of PMFG stockholders. For more information on these factors, see *The Mergers Interests of PMFG Directors and Executive Officers in the Mergers* beginning on page 141.

The PMFG Board concluded that the potential negative factors associated with the Mergers were outweighed by the potential benefits that it expected PMFG and its stockholders to achieve as a result of the Mergers. Accordingly, the PMFG Board unanimously determined that the Merger Agreement and the transactions contemplated by the Merger Agreement are advisable, fair to, and in the best interests of, PMFG and its stockholders.

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The preceding discussion of the information and factors considered by the PMFG Board is not intended to be exhaustive but includes the material factors considered by the PMFG Board. In view of the complexity and wide variety of factors considered by the PMFG Board in connection with its evaluation of the Mergers, the PMFG Board did not consider it practical to, nor did it attempt to, quantify, rank or otherwise assign relative weights to the different factors that it considered in reaching its decision. In addition, in considering the factors described above, individual members of the PMFG Board may have given different weight to different factors. The PMFG Board considered this information as a whole and overall considered the information and factors to be favorable to, and in support of, its determinations and recommendations.

This summary of PMFG's reasons for the Mergers and other information presented in this section is forward-looking in nature and, therefore, should be read in light of the *Cautionary Statement Regarding Forward-Looking Statements* beginning on page 37.

Recommendation of the PMFG Board

By the unanimous vote of all directors, the PMFG Board has:

determined that the Merger Agreement and the transactions contemplated by the Merger Agreement are consistent with, and in furtherance of, the business strategies and goals of PMFG, and are fair to and in the best interest of PMFG and its stockholders;

approved the form, terms and conditions of the Merger Agreement and the transactions contemplated by the Merger Agreement, including the Mergers;

authorized the execution and delivery of the Merger Agreement; and

subject to the terms and conditions of the Merger Agreement, recommended that the stockholders of PMFG vote to adopt of the Merger Agreement.

Accordingly, the PMFG Board recommends that PMFG stockholders vote:

FOR the adoption of the Merger Agreement;

FOR the approval, on a non-binding, advisory basis, of the compensation that may become payable by PMFG to its named executive officers in connection with the Mergers; and

FOR the proposal regarding adjournments of the PMFG Special Meeting.

Opinion of PMFG's Financial Advisor

Stifel was retained to act as the financial advisor to PMFG in connection with the evaluation of the acquisition proposal made by CECO and the possibility of a negotiated transaction, including the planning, execution and closing of that transaction with CECO or any other third party. In particular, the PMFG Board requested Stifel's opinion as to the fairness, from a financial point of view, to the holders of the outstanding shares of PMFG common stock (other than Dissenting Shares and shares held by PMFG, its subsidiaries, CECO, Merger Sub and Merger Sub II) of the Merger Consideration to be received by those holders in the Mergers pursuant to the Merger Agreement. On May 3, 2015, Stifel delivered its opinion to the PMFG Board, as of that date and based upon and subject to the assumptions, qualifications, limitations and other matters described in its opinion, as to the fairness, from a financial point of view, of the Merger Consideration to be received by holders of PMFG's common stock (other than Dissenting Shares held by PMFG, its subsidiaries, CECO, Merger Sub I and Merger Sub II) from CECO in the Mergers pursuant to the Merger Agreement. **Subsequent developments may affect the conclusion reached in the opinion and Stifel does not have any obligation to update, revise or reaffirm its opinion.**

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Stifel provided its opinion for the information and assistance of the PMFG Board in connection with its consideration of the Mergers. Stifel's opinion was one of many factors taken into account by the PMFG Board in making its determination to approve the Merger Agreement and the Mergers. The terms of the Merger Agreement and the amount and form of the Merger Consideration, however, were determined through negotiations between PMFG and CECO and were approved by the PMFG Board. The opinion described below was reviewed and approved by Stifel's fairness opinion committee. Stifel has consented to the inclusion in this joint proxy statement/prospectus of its opinion and the description of its opinion appearing under this subheading *Opinion of PMFG's Financial Advisor*. Stifel did not recommend any specific consideration to the PMFG Board or that any specific consideration constituted the only appropriate consideration for the Mergers.

The full text of Stifel's opinion, dated May 3, 2015, is attached as Annex F to this joint proxy statement/prospectus and incorporated by reference into this joint proxy statement/prospectus. You are urged to read the opinion carefully and in its entirety to learn about the assumptions made, procedures followed, matters considered and limits on the scope of the review undertaken by Stifel in rendering its opinion. Stifel's opinion was directed to the PMFG Board for its benefit and use in evaluating the fairness of the Merger Consideration to the holders of PMFG common stock (other than Dissenting Shares and shares held by PMFG, its subsidiaries, CECO, Merger Sub I and Merger Sub II) and relates only to the fairness, as of the date of the opinion and from a financial point of view, of the Merger Consideration to be received by those holders from CECO in the Mergers pursuant to the Merger Agreement. The opinion does not address any other aspect of the Mergers or any related transaction and does not constitute a recommendation to any stockholder as to how that stockholder should vote or act with respect to the Merger Agreement, the Mergers, the election of the Merger Consideration, or any other matter. Stifel did not address the merits of the underlying decision by PMFG to engage in the Mergers. The following summary of Stifel's opinion is qualified in its entirety by reference to the full text of the opinion.

In rendering its opinion, Stifel, among other things:

discussed the Mergers and related matters with PMFG's counsel and reviewed a draft copy of the Merger Agreement, dated May 3, 2015;

reviewed the audited consolidated financial statements of PMFG contained in its Annual Reports on Form 10-K for the three years ended June 28, 2014, unaudited consolidated financial statements of PMFG contained in its Quarterly Reports on Form 10-Q for the quarters ended September 27, 2014 and December 27, 2014 and preliminary unaudited consolidated financial statements of the Company for the quarter ended March 28, 2015;

reviewed the audited consolidated financial statements of CECO contained in its Annual Reports on Form 10-K for the three years ended December 31, 2014;

reviewed and discussed with PMFG's management certain other information concerning PMFG and CECO;

reviewed certain non-publicly available information concerning PMFG, including internal financial analyses and forecasts prepared by its management and held discussion with PMFG's senior management regarding

recent developments;

reviewed and analyzed certain publicly available information concerning the terms of selected merger and acquisition transactions that Stifel considered relevant to its analysis;

reviewed and analyzed certain publicly available financial and stock market data relating to selected public companies that Stifel deemed relevant to its analysis;

participated in certain discussions and negotiations between representatives of PMFG and CECO;

reviewed the reported prices and trading activity of the equity securities of each of PMFG and CECO;

conducted such other financial studies, analyses and investigations and considered such other information as Stifel deemed necessary or appropriate for purposes of its opinion; and

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took into account Stifel's assessment of general economic, market and financial conditions and Stifel's experience in other transactions, as well as its experience in securities valuations and its knowledge of the PMFG's industry generally.

In rendering its opinion, Stifel relied upon and assumed, without independent verification, the accuracy and completeness of all of the financial and other information that was provided to Stifel by or on behalf of PMFG or CECO, or that was otherwise reviewed by Stifel, and did not assume any responsibility for independently verifying any of such information. With respect to the financial forecasts supplied to Stifel by PMFG or CECO (including, without limitation, potential cost savings and operating synergies realized by a potential acquirer), Stifel assumed, at the direction of PMFG, that they were reasonably prepared on the basis reflecting the best currently available estimates and judgments of the management of PMFG and CECO, as applicable, as to the future operating and financial performance of PMFG and CECO, as applicable, and that they provided a reasonable basis upon which Stifel could form its opinion. The opinion states that such forecasts and projections were not prepared with the expectation of public disclosure, that all such projected financial information is based on numerous variables and assumptions that are inherently uncertain, including, without limitation, factors related to general economic and competitive conditions, and that, accordingly, actual results could vary significantly from those set forth in such projected financial information. Stifel relied on this projected information without independent verification or analyses and did not in any respect assume any responsibility for the accuracy or completeness of that information.

Stifel also assumed that there were no material changes in the assets, liabilities, financial condition, results of operations, business or prospects of either PMFG or CECO since the date of the last financial statements of each company made available to Stifel. Stifel did not make or obtain any independent evaluation, appraisal or physical inspection of either PMFG's or CECO's assets or liabilities, the collateral securing any of such assets or liabilities, or the collectability of any such assets, nor has Stifel reviewed loan or credit files of PMFG or CECO or been furnished with any such evaluation or appraisal. The opinion states that estimates of values of companies and assets do not purport to be appraisals or necessarily reflect the prices at which companies or assets may actually be sold and that because such estimates are inherently subject to uncertainty, Stifel assumes no responsibility for their accuracy.

Stifel assumed, with the consent of the PMFG Board, that there are no factors that would delay or subject to any adverse conditions any necessary regulatory or governmental approval and that all conditions to the Mergers will be satisfied and not waived. In addition, Stifel assumed that the definitive Merger Agreement will not differ materially from the draft Stifel reviewed. Stifel also assumed that the Merger will be consummated substantially on the terms and conditions described in the Merger Agreement, without any waiver of material terms or conditions by the PMFG or any other party and without any anti-dilution or other adjustment to the Merger Consideration, and that obtaining any necessary regulatory approvals or satisfying any other conditions for consummation of the Mergers will not have an adverse effect on PMFG, CECO or the Mergers. Stifel assumed that the Mergers will be consummated in a manner that complies with the applicable provisions of the Securities Act and the Exchange Act, and all other applicable federal and state statutes, rules and regulations. Stifel further assumed that PMFG relied upon the advice of its counsel, independent accountants and other advisors (other than Stifel) as to all legal, financial reporting, tax, accounting and regulatory matters with respect to PMFG, the Mergers and the Merger Agreement.

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Stifel's opinion is limited to whether the Merger Consideration is fair to the holders of PMFG's common stock, from a financial point of view and as of the date of the opinion, and does not address any other terms, aspects or implications of the Mergers including, without limitation, the form or structure of the Mergers, any consequences of the Mergers on PMFG, its stockholders, creditors or otherwise, or any terms, aspects or implications of any voting, support, stockholder or other agreements, arrangements or understandings contemplated or entered into in connection with the Mergers or otherwise. Stifel's opinion also does not consider, address or include: (a) any other strategic alternatives currently (or which have been or may be) contemplated by the PMFG Board or by PMFG; (b) the legal, tax or accounting consequences of the Mergers on PMFG or the holders of PMFG's common stock including, without limitation, whether or not the Mergers will qualify as a tax-free reorganization pursuant to Section 368 of the Code; (c) the fairness of the amount or nature of any compensation to any of PMFG's officers, directors or employees, or class of such persons, relative to the compensation to the holders of PMFG's securities; (d) the effect of the Mergers on, or the fairness of the consideration to be received by, holders of any class of securities of PMFG other than PMFG's common stock, or any class of securities of any other party to any transaction contemplated by the Merger Agreement; (e) whether CECO has sufficient cash, available lines of credit or other sources of funds to enable it to pay the Cash Consideration component of the Merger Consideration to the holders of PMFG's common stock at the closing of the Mergers; (f) the election by holders of PMFG's common stock to receive the Stock Consideration or the Cash Consideration, or the actual allocation of the Merger Consideration between the Stock Consideration and the Cash Consideration among holders of the Company's common stock (including, without limitation, any re-allocation of the Merger Consideration pursuant to the Merger Agreement); or (g) the treatment of, or effect of the Mergers on the Dissenting Shares, PMFG Options or PMFG RSUs. Furthermore, Stifel did not express any opinion herein as to the prices, trading range or volume at which the PMFG's or CECO's securities will trade following public announcement or consummation of the Mergers.

Stifel's opinion was approved by Stifel's fairness committee. Stifel's opinion is necessarily based on economic, market, financial and other conditions as they existed on, and on the information made available to Stifel by or on behalf of PMFG or its advisors, or information otherwise reviewed by Stifel, as of the date of Stifel's opinion. The opinion states that subsequent developments may affect the conclusion reached in the opinion and that Stifel does not have any obligation to update, revise or reaffirm its opinion. The opinion further states that, as the PMFG Board is aware, the credit, financial and stock markets have been experiencing unusual volatility and Stifel expressed no opinion or view as to any potential effects of such volatility on PMFG, CECO or the Mergers. Stifel's opinion was for the information of, and directed to, the PMFG Board for its information and assistance in connection with its consideration of the financial terms of the Mergers. The opinion stated that it did not constitute a recommendation to the PMFG Board as to how the PMFG Board should vote on the Mergers or to any shareholder of PMFG or CECO as to how any such shareholder should vote at any shareholders' meeting at which the Mergers are considered, or whether or not any shareholder of PMFG should enter into a voting, shareholders', or affiliates' agreement with respect to the Mergers, elect to receive the Cash Consideration or the Stock Consideration, or exercise any dissenters' or appraisal rights that may be available to such shareholder. In addition, the opinion does not compare the relative merits of the Mergers with any other alternative transactions or business strategies which may have been available to PMFG and does not address the underlying business decision of the PMFG Board or PMFG to proceed with or effect the Mergers. In connection with its opinion, Stifel was not requested to, and it did not, explore alternatives to the Mergers or solicit the interest of any other parties in pursuing transactions with PMFG.

Stifel did not act as legal, tax, regulatory or bankruptcy advisors. Stifel did not consider any potential legislative or regulatory changes currently being considered or recently enacted by the United States Congress, the various federal banking agencies, the SEC, or any other regulatory bodies, or any changes in accounting methods or generally accepted accounting principles that may be adopted by the SEC or the Financial Accounting Standards Board, or any changes in regulatory accounting principles that may be adopted by any or all of the federal banking agencies. Stifel's opinion is not a solvency opinion and does not in any way address the solvency or financial condition of PMFG.

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The following represents a brief summary of the material financial analyses performed by Stifel in connection with its opinion. Some of the summaries of financial analyses performed by Stifel include information presented in tabular format. In order to fully understand the financial analyses performed by Stifel, you should read the tables together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the information set forth in the tables without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the financial analyses performed by Stifel.

Except as otherwise noted, the information utilized by Stifel in its analyses, to the extent that it was based on market data, is based on market data as it existed on or before May 1, 2015 and is not necessarily indicative of current market conditions. The analyses described below do not purport to be indicative of actual future results, or to reflect the prices at which any securities may trade in the public markets, which may vary depending upon various factors, including changes in interest rates, dividend rates, market conditions, economic conditions and other factors that influence the price of securities.

PMFG Financial Analysis

Selected Comparable Company Analysis

Stifel compared PMFG, from a financial point of view, to nine publicly traded companies in the equipment and component industries that Stifel deemed to be relevant based on their business and financial profiles. Stifel did not exclude from its analysis any companies that it deemed relevant based on such company's business and financial profiles.

The Babcock & Wilcox Company

Cameron International Corporation

CECO

CIRCOR International, Inc.

CLARCOR Inc.

Donaldson Company, Inc.

Fuel-Tech, Inc.

Global Power Equipment Group, Inc.

Pall Corporation

Based on public and other information available to Stifel, Stifel calculated and compared multiples for PMFG and the selected comparable companies of enterprise value (EV), which Stifel defined as fully-diluted equity value using the treasury stock method, plus debt, preferred stock and minority interests, less cash and cash equivalents, to LTM and estimated calendar year 2015 and 2016 earnings before interest, taxes, depreciation and amortization, non-controlling interest and other non-recurring charges and one-time items (Adj. EBITDA). Adj. EBITDA excludes stock-based compensation.

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The following table sets forth the multiples indicated by this analysis:

	EV	EV/Adj. EBITDA*		
		LTM	CY15	CY16
3rd Quartile	\$5,475.8	13.3x	12.2x	11.1x
Mean	4,149.9	10.9x	10.4x	9.5x
Median	3,413.2	9.0x	9.5x	9.4x
1st Quartile	408.0	8.5x	8.0x	7.1x
PMFG	82.4	NM	13.8x	5.9x

* LTM: low=7.4x, high=16.1x; CY15: low=7.4x, high=16.1x; CY16: low=6.5x, high=14.7x.

Stifel then applied selected multiples, representing the first and third quartiles of the calculated range, to the corresponding LTM, calendar year 2015 and calendar year 2016 adjusted EBITDA of PMFG, in each case as provided by PMFG's management. This analysis resulted in the following ranges of implied equity values per share of PMFG:

Benchmark	Multiple Range	Implied Price Per Share
LTM Adj. EBITDA	8.5x 13.3x	NM
CY2015E Adj. EBITDA	8.0x 12.2x	\$2.82 \$3.99
CY2016E Adj. EBITDA	7.1x 11.1x	5.27 7.86

No company utilized in the selected comparable company analysis is identical to PMFG. In evaluating the selected companies, Stifel made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions, and other matters, many of which are beyond PMFG's control, such as the impact of competition on its business and the industry generally, industry growth and the absence of any adverse material change in PMFG's financial condition and prospects or the industry or in the financial markets in general, which could affect the enterprise value of the selected companies. Accordingly, such analysis may not necessarily include all companies that could be deemed relevant for comparative purposes with PMFG. Mathematical analysis (such as determining the mean or median) is not in itself a meaningful method of using selected company data.

Table of Contents*Selected Precedent Transactions Analysis*

Stifel compared the Merger, from a financial point of view, to the following 10 selected acquisitions of companies in the equipment and component industries that Stifel deemed to be relevant based on their business and financial profiles. Stifel did not exclude from its analysis any companies that it deemed relevant based on such company's business and financial profiles.

Effective Date	Acquirer Name (Country)	Target Name (Country)
8/4/2014	CSI Compressco LP (United States)	Compressor Systems, Inc. (United States)
5/1/2014	CLARCOR Inc. (United States)	Stanadyne Corp., filtration business (United States)
4/14/2014	Colfax Corporation (United States)	Victor Technologies Group Inc (United States)
8/27/2013	CECO (United States)	Met-Pro Corporation (United States)
7/30/2013	KKR & Co. L.P. (United States)	Gardner Denver, Inc. (United States)
2/20/2013	National Oilwell Varco, Inc. (United States)	Robbins & Myers Inc. (United States)
9/28/2012	Pentair plc (United Kingdom)	Tyco Flow Control International Ltd. (Switzerland)
7/31/2012	Cabot Corporation (United States)	Norit N.V. (Netherlands)
5/16/2012	Insight Equity (United States)	Flanders Corporation (United States)
1/31/2012	Wartsila Technology Oy Ab (Finland)	Hamworthy plc (United Kingdom)

Based on public and other information available to Stifel, Stifel calculated and compared the multiples of EV to next twelve months (NTM) Adj. EBITDA (EV/NTM Adj. EBITDA) implied in the Mergers for PMFG to the corresponding multiples implied in the selected acquisitions. The following table sets forth the multiples indicated by this analysis.

	EV	EV/NTM Adj. EBITDA*
3rd Quartile	\$ 2,989.2	10.3x
Mean	1,795.5	9.8x
Median	933.3	9.8x
1st Quartile	438.6	9.3x

* low = 9.0x, high = 10.6x.

Stifel then applied selected multiples to the corresponding NTM Adj. EBITDA of PMFG, in each case as provided by PMFG's management. This analysis resulted in the following ranges of implied equity values per share of PMFG:

Benchmark	Multiple Range	Implied Price Per Share
EV/NTM Adj. EBITDA	9.3x 10.3x	\$4.32 \$4.71

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No transaction used in the selected precedent transactions analyses is identical to the Mergers. In evaluating the precedent transactions, Stifel made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions, and other matters, such as the impact of competition, industry growth, and the absence of any adverse material change in the financial condition of PMFG or the companies involved in the precedent transactions or the industry or in the financial markets in general, which could affect the public trading value of the companies involved in the selected transactions which in turn, affect the enterprise value of the companies involved in the transactions to which the Mergers are being compared. Accordingly, such analysis may not necessarily include all transactions that could be deemed relevant for comparative purposes with the Mergers. Mathematical analysis (such as determining the mean or median) is not in itself a meaningful method of using selected transactions data.

Discounted Cash Flow Analysis

Stifel used financial forecasts of PMFG for the stub period of 2015 (representing the period of March 28, 2015 to January 2, 2016) through calendar year 2019 (which calendarized projections were calculated based on the fiscal year projections provided by PMFG's management), as provided by PMFG's management, to perform two discounted cash flow analyses: (a) one based on the terminal multiple method and (b) the second based on the perpetuity growth method. In conducting these analyses, Stifel assumed that PMFG would perform in accordance with these forecasts.

Terminal Multiple Method. Stifel first estimated the terminal value of the projected cash flows by applying a range of terminal multiples Stifel deemed relevant, representing the first and third quartiles of the calculated range in Stifel's selected comparable company analysis, to PMFG's estimated 2019 EBITDA, which multiples ranged from 8.5x to 13.3x. The selected range of EBITDA multiples were based upon the range utilized for LTM EBITDA in the PMFG Selected Comparable Company Analysis, applying Stifel's professional judgment. Stifel calculated projected unlevered free cash flow from the stub period of 2015 (representing the period of March 28, 2015 to January 2, 2016) through calendar year 2019 (which calendarized projections were calculated based on the fiscal year projections provided by PMFG's management) using projections provided by PMFG's management and discounted these cash flows and the terminal value to present values using discount rates of 16.2% to 18.2%. The discount rates represent a range around PMFG's weighted average cost of capital of 17.2%, derived by application of the Capital Asset Pricing Model, which takes into account certain company-specific metrics, including the company's target capital structure, cost of long-term debt, after-tax yield on permanent excess cash, if any, forecast tax rate and historical beta, as well as certain financial metrics for the selected companies and the United States financial markets generally. This analysis indicated a range of enterprise values which Stifel then decreased by PMFG's net debt to calculate a range of equity values. These equity values were then divided by fully-diluted shares outstanding using the treasury stock method to calculate implied equity values per share ranging from \$5.81 to \$8.46. Stifel noted that the Merger Consideration to be received by holders of PMFG's common stock pursuant to the Merger Agreement of \$6.85 is within such range.

Perpetuity Growth Method. Stifel first estimated the terminal value of the projected cash flows by applying a range of perpetuity growth rates Stifel deemed relevant to PMFG's estimated 2019 free cash flow, which growth rates ranged from 2.0% to 4.0%. The range of perpetuity growth rates was estimated by Stifel utilizing its professional judgment and experience, taking into account the forecasts provided by PMFG's management and market expectations regarding long-term real growth of gross domestic product and inflation. Stifel calculated projected unlevered free cash flow from the stub period of 2015 (representing the period of March 28, 2015 to January 2, 2016) through calendar year 2019 (which calendarized projections were calculated based on the fiscal year projections provided by PMFG's management) using projections provided by PMFG's management and discounted these cash flows and the terminal value to present values using discount rates of 16.2% to 18.2%, based on PMFG's weighted average cost of capital. This analysis indicated a range of enterprise values which Stifel then decreased by PMFG's net debt to calculate a range of equity values. These equity values were then divided by fully-diluted shares outstanding using the treasury

stock method to calculate implied equity values per share ranging from \$3.83 to \$4.71. Stifel noted that the Merger Consideration to be received by holders of the PMFG's common stock pursuant to the Merger Agreement of \$6.85 is above such range.

Table of Contents***CECO Financial Analysis******Selected Comparable Company Analysis***

Stifel compared CECO, from a financial point of view, to seven publicly traded companies in the equipment and components industry that Stifel deemed to be relevant based on their business and financial profiles. Stifel did not exclude from its analysis any companies that it deemed relevant based on such company's business and financial profiles.

The Babcock & Wilcox Company

CLARCOR Inc.

Colfax Corporation

Donaldson Company, Inc.

Fuel-Tech, Inc.

Global Power Equipment Group, Inc.

PMFG

Based on public and other information available to Stifel, Stifel calculated and compared multiples for CECO and the selected companies of EV to LTM and estimated calendar year 2015 and 2016 Adj. EBITDA.

The following table sets forth the multiples indicated by this analysis:

	EV	EV/Adj. EBITDA*		
		LTM	CY15	CY16
3rd Quartile	\$ 4,565.3	13.3x	12.9x	11.1x
Mean	2,936.7	11.9x	11.2x	9.0x
Median	3,413.2	12.6x	12.2x	9.2x
1st Quartile	163.6	11.2x	9.0x	6.8x
CECO	408.0	8.5x	7.4x	6.5x

* LTM: low=9.0x, high=13.3x; CY15: low=7.7x, high=13.8x; CY16: low=5.9x, high=11.9x.

Stifel then applied selected multiples to the corresponding LTM, calendar year 2015 and calendar year 2016 adjusted EBITDA of CECO, in each case as provided by CECO management. This analysis resulted in the following ranges of

implied equity values per share of CECO:

Benchmark	Multiple Range	Implied Price Per Share	
LTM Adj. EBITDA	11.2x 13.3x	\$16.58	\$20.34
CY2015E Adj. EBITDA	9.0x 12.9x	15.15	23.10
CY2016E Adj. EBITDA	6.8x 11.1x	12.62	22.67

No company utilized in the selected comparable company analysis is identical to CECO. In evaluating the selected companies, Stifel made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions, and other matters, many of which are beyond CECO's control, such as the impact of competition on its business and the industry generally, industry growth and the absence of any adverse material change in CECO's financial condition and prospects or the industry or in the financial markets in general, which could offset the enterprise value of the selected companies. Accordingly such analysis may not necessarily include all companies that could be deemed relevant for comparative purposes with CECO. Mathematical analysis (such as determining the mean or median) is not in itself a meaningful method of using selected company data.

Table of Contents*Discounted Cash Flow Analysis*

Stifel used financial forecasts of CECO for the stub period of 2015 (representing the period of March 31, 2015 to December 31, 2015) through 2019, as provided by and discussed with CECO's management, to perform two discounted cash flow analyses: (a) one based on the terminal multiple method and (b) the second based on the perpetuity growth method. In conducting these analyses, Stifel assumed that CECO would perform in accordance with these forecasts.

Terminal Multiple Method. Stifel first estimated the terminal value of the projected cash flows by applying a range of terminal multiples Stifel deemed relevant, representing the first and third quartiles of the calculated range in Stifel's selected comparable company analysis, to CECO's estimated 2019 EBITDA, which multiples ranged from 11.2x to 13.3x. The selected range of EBITDA multiples were based upon the range utilized for LTM EBITDA in the CECO Selected Comparable Company Analysis, applying Stifel's professional judgment. Stifel calculated projected unlevered free cash flow from the stub period of 2015 (representing the period of March 31, 2015 to December 31, 2015) through 2019 using projections provided by CECO's management and discounted these cash flows and the terminal value to present values using discount rates of 12.1% to 14.1%. The discount rates represent a range around CECO's weighted average cost of capital of 13.1%, derived by application of the Capital Asset Pricing Model, which takes into account certain company-specific metrics, including the company's target capital structure, cost of long-term debt, after-tax yield on permanent excess cash, if any, forecast tax rate and historical beta, as well as certain financial metrics for the selected companies and the United States financial markets generally. This analysis indicated a range of enterprise values which Stifel then decreased by CECO's net debt to calculate a range of equity values. These equity values were then divided by fully-diluted shares outstanding using the treasury stock method to calculate implied equity values per share ranging from \$23.02 to \$29.36.

Perpetuity Growth Method. Stifel first estimated the terminal value of the projected cash flows by applying a range of perpetuity growth rates Stifel deemed relevant, representing the first and third quartiles of the calculated range in Stifel's selected comparable company analysis, to CECO's estimated 2019 free cash flow, which growth rates ranged from 2.0% to 4.0%. The range of perpetuity growth rates was estimated by Stifel utilizing its professional judgment and experience, taking into account the forecasts provided by CECO's management and market expectations regarding long-term real growth of gross domestic product and inflation. Stifel calculated projected unlevered free cash flow from the stub period of 2015 (representing the period of March 31, 2015 to December 31, 2015) through 2019 using projections provided by CECO's management and discounted these cash flows and the terminal value to present values using discount rates of 12.1% to 14.1%, based on CECO's weighted average cost of capital. This analysis indicated a range of enterprise values which Stifel then decreased by CECO's net debt to calculate a range of equity values. These equity values were then divided by fully-diluted shares outstanding using the treasury stock method to calculate implied equity values per share ranging from \$12.25 to \$19.11.

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The foregoing description is only a summary of the material financial analyses performed by Stifel in arriving at its opinion. The summary alone does not constitute a complete description of the financial analyses Stifel employed in reaching its conclusions. None of the analyses performed by Stifel were assigned a greater significance by Stifel than any other, nor does the order of analyses described represent relative importance or weight given to those analyses by Stifel. No methodology employed by Stifel can be viewed individually, and if viewed in isolation could create a misleading or incomplete view of the financial analyses performed by Stifel. Additionally, no company or transaction used in any analysis as a comparison is identical to PMFG, CECO, or the Mergers, and they all differ in material ways. Accordingly, an analysis of the results described above is not mathematical; rather it involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies and other factors that could affect the public trading value of the selected companies or transactions to which they are being compared. Stifel used these analyses to determine the impact of various operating metrics on the implied enterprise values and implied per share equity values of PMFG and CECO. Each of these analyses yielded a range of implied enterprise values and implied per share equity values, and therefore, such implied enterprise value ranges and implied per share equity values developed from these analyses were viewed by Stifel collectively and not individually. Stifel made its determination as to the fairness, from a financial point of view, of the Merger Consideration to be received by holders of PMFG's common stock from CECO in the Mergers pursuant to the Merger Agreement, as of the date of the opinion, on the basis of its experience and professional judgment after considering the results of all of the analyses performed.

Miscellaneous

PMFG agreed to pay Stifel a fee (the Retainer Fee) of \$125,000 upon its engagement to provide financial advisory services to PMFG and a fee (the Opinion Fee) of \$500,000 for the delivery of its opinion to the PMFG Board, payable upon delivery of the opinion (neither of which fees are contingent upon the consummation of the Mergers) and a fee (the Transaction Fee) in connection with the Mergers in an amount equal to a percentage of the aggregate consideration in the Mergers, as determined in accordance with PMFG's engagement letter with Stifel, which Transaction Fee is contingent upon the completion of the Mergers. The Transaction Fee is currently estimated to be approximately \$2.6 million, the payment of which would be reduced by the Opinion Fee and the Retainer Fee. Stifel will not receive any other significant payment or compensation contingent upon the successful consummation of the Mergers. In addition, PMFG agreed to reimburse Stifel for its expenses in connection with its engagement, subject to certain limitations, and to indemnify Stifel for certain liabilities arising out of its engagement. PMFG previously paid Stifel a fee of approximately \$1.3 million in connection with PMFG's February 2012 public offering of common stock. Stifel has had no previous engagements with CECO.

Stifel may seek to provide investment banking services to CECO or its affiliates in the future, for which Stifel would seek customary compensation. In the ordinary course of business, Stifel and its clients may transact in the equity securities of each of PMFG and CECO and may at any time hold a long or short position in such securities.

Certain PMFG and CECO Financial Projections

Neither CECO nor PMFG generally makes public internal projections as to future performance, revenue, earnings or other results, and each is especially cautious of making projections for extended periods into the future due to, among other reasons, the unpredictability of the underlying assumptions and estimates. However, in the course of evaluating the Mergers and negotiating the Merger Agreement, the management of CECO and the management of PMFG each prepared certain non-public information, including certain prospective financial information, and each of the CECO Board and PMFG Board reviewed and considered this non-public information as part of the process. Certain of this prospective financial information also was provided to PMFG's and CECO's respective financial advisors.

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CECO and PMFG are providing a summary of this prospective financial information in the joint proxy statement/prospectus solely to provide their respective stockholders with access to prospective financial information concerning each company that was prepared in connection with the Mergers. The prospective financial information presented in this joint proxy statement/prospectus is not included in order to influence any stockholder to make any investment decision with respect to the securities of CECO, the securities of PMFG or the Mergers. The inclusion of this information should not be regarded as an indication that CECO, PMFG, their respective boards of directors, financial, legal or accounting advisors or any other recipient of this information considered, or now considers, the financial projections to be necessarily predictive of actual future results. No one has made or makes any representation to any stockholder regarding the information included in the projections included below. Readers of this joint proxy statement/prospectus are cautioned not to place undue, if any, reliance on the financial projections included herein.

The financial projections summarized below were not prepared with a view toward public disclosure or compliance with GAAP, the published guidelines of the SEC regarding financial projections and the use of non-GAAP measures, or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of financial projections. Neither BDO USA, LLP, CECO's independent registered public accounting firm, nor Grant Thornton LLP, PMFG's independent registered public accounting firm, nor any other independent registered public accounting firm, has examined, compiled or performed any procedures with respect to the financial projections. Accordingly, neither BDO USA, LLP nor Grant Thornton LLP, nor any other public accounting firm, expresses an opinion or any other form of assurance with respect to the financial projections. The independent auditor's reports included or incorporated by reference in this joint proxy statement/prospectus relate to historical financial statements. These reports do not extend to any prospective financial information and should not be seen to do so.

Although presented with numerical specificity, the financial projections were prepared by the management of each of CECO and PMFG based on numerous estimates and assumptions with respect to, among other matters: industry performance; general business, economic, market and financial conditions; and other matters, many of which are difficult to predict, subject to significant economic and competitive uncertainties and beyond CECO's and PMFG's control. The financial projections cover multiple years and this information by its nature becomes less predictive with each successive year. As a result, there can be no assurance that the estimates and assumptions made in preparing the financial projections and projected results will be realized or that actual results will not be significantly different than projected. The financial projections were prepared by the management of each of CECO and PMFG based on information available at the time of preparation and do not take into account any conditions, circumstances or events occurring since that time, including the transactions contemplated by the Merger Agreement. There can be no assurance that had these projections been prepared either as of the date of the Merger Agreement or the date of this joint proxy statement/prospectus, similar estimates or assumptions would be used. Neither CECO nor PMFG has updated or revised and, except as required by law, neither intends to update or revise their respective financial projections to reflect any intervening conditions, circumstances or events or to reflect the occurrence of future events (including any failure of the Mergers to occur), even if any or all of the assumptions underlying the financial projections are no longer appropriate. The projections do not take into account the impact of the Mergers not closing and should not be considered in that context.

The summaries of the financial projections included in this joint proxy statement/prospectus are subjective in many respects and are forward-looking statements subject to numerous risks and uncertainties that could cause the financial projections not to be achieved. The factors include those described in *Cautionary Statement Regarding Forward-Looking Statements* beginning on page 37 and *Risk Factors* beginning on page 39. Additional factors are included under the heading *Risk Factors* in Part I, Item IA of each of CECO's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 and PMFG's Annual Report on Form 10-K for the fiscal year ended June 28, 2014, each of which is incorporated by reference into this joint proxy statement/prospectus. The financial projections should be evaluated, if at all, in conjunction with the historical financial statements and other information contained in

each of CECO's and PMFG's public filings with the SEC.

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The prospective financial information included below contains certain non-GAAP financial measures. These non-GAAP financial measures are not calculated in accordance with, or as a substitute for, financial measures calculated in accordance with GAAP and may be different from non-GAAP financial measures used by other companies. CECO and PMFG provided this information to each other, and each other's respective board of directors and financial advisors, because CECO and PMFG believed it could be useful in evaluating, on a prospective basis, each company's potential operating performance. CECO's and PMFG's respective calculations of adjusted earnings before interest, income taxes, depreciation and amortization expense, or Adjusted EBITDA, may not be comparable to similarly titled amounts used by other companies.

Summary of Certain Financial Projections Prepared by PMFG and Provided to CECO***Initial PMFG Management Case***

In connection with the negotiations regarding the Merger Agreement, PMFG management initially prepared in March 2015 unaudited financial projections regarding PMFG's forecasted operating results for fiscal years 2015 through 2020 (referred to in this joint proxy statement/prospectus as the Initial PMFG management case). The Initial PMFG management case was reviewed by the PMFG Board and provided to Stifel, PMFG's financial advisor. PMFG also provided the projections to CECO in connection with the negotiation of the Merger Agreement.

The following Initial PMFG management case was included in the financial projections provided by PMFG on March 15, 2015:

(dollars in thousands)	Projected Financial Results for the Fiscal Year					
	2015E	2016P	2017P	2018P	2019P	2020P
Total bookings	\$ 166,619	\$ 194,500	\$ 213,575	\$ 209,450	\$ 219,686	\$ 229,230
Revenue	169,122	173,800	195,170	218,046	220,912	230,423
Cost of goods sold	115,281	118,445	128,663	143,235	148,070	154,414
Total gross profit	53,841	55,355	66,507	74,811	72,843	76,009
Operating income	2,810	6,156	14,189	20,988	17,261	18,508
Net earnings attributable to PMFG, Inc.	648	3,174	9,004	12,958	10,250	11,091
Adjusted EBITDA(1)	7,571	10,806	18,989	25,788	22,061	23,308

- (1) For this purpose, Adjusted EBITDA is defined as earnings before interest expense, tax, depreciation and amortization, stock compensation, foreign exchange gain or loss and adjusted for certain consulting costs incurred in fiscal 2015. Adjusted EBITDA is a non-GAAP financial measure and should not be considered as an alternative to operating income or net income as a measure of operating performance or cash flows or as a measure of liquidity. Adjusted EBITDA does not include the impact of any potential synergies or costs related to the Mergers.

Updated PMFG Management Case

In connection with providing CECO with preliminary third quarter results for PMFG, PMFG management also prepared, at CECO's request, revised unaudited financial projections for fiscal year 2015 and fiscal year 2016 (referred to in this joint proxy statement/prospectus as the Updated PMFG management case). The Updated PMFG management case was reviewed by the PMFG Board and provided to Stifel. PMFG also provided the projections to CECO in connection with the negotiation of the Merger Agreement. We refer to the Initial PMFG management case

and the Updated PMFG management case collectively in this joint proxy statement/prospectus as the PMFG management case.

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The following updated information was included in the Updated PMFG management case provided by PMFG on April 20, 2015:

(dollars in thousands)	Projected Financial Results for the Fiscal Year	
	2015E	2016P
Net bookings(1)	\$ 146,525	\$ 169,000
Revenue	160,345	163,950
Cost of goods sold	111,258	111,655
Total gross profit	48,921	52,295
Operating income	166	6,235
Adjusted EBITDA(2)	7,315	10,885

- (1) PMFG excluded a \$28.4 million contract from fiscal year 2016 net bookings that was previously included in the March 2015 projections. While PMFG believes the project will be awarded in fiscal 2016, the timing of award, and resulting impact on revenue, cost of goods sold and operating expenses has not yet been quantified. Accordingly, PMFG excluded the project entirely from this Updated PMFG management case.
- (2) For this purpose, PMFG defined Adjusted EBITDA as earnings before interest expense, tax, depreciation and amortization, stock compensation, foreign exchange gain or loss, and benefit from sale of heat exchanger product line and adjusted for settlement with Nitram selling shareholders, certain consulting costs, negative contribution margin of the heat exchange product line, and certain project-related cost overruns, backcharges and liquidated damages. Adjusted EBITDA is a non-GAAP financial measure and should not be considered as an alternative to operating income or net income as a measure of operating performance or cash flows or as a measure of liquidity. Adjusted EBITDA does not include the impact of any potential synergies or costs related to the Mergers.

Summary of Certain Financial Projections Prepared by CECO and Provided to PMFG

In connection with the negotiations regarding the Merger Agreement, CECO's management prepared the unaudited financial projections regarding CECO's future operations for calendar years 2015 through 2019 that are summarized below (which projections are referred to in this document as the CECO management case). The CECO management case was reviewed by the CECO Board and provided to CECO's financial advisor. CECO also provided the projections to PMFG. PMFG provided the CECO management case to Stifel in connection with the evaluation of the Mergers.

CECO Management Case

(dollars in thousands)	Projected Financial Results for the Calendar Year				
	2015E	2016P	2017P	2018P	2019P
Revenue	\$ 370,788	\$ 390,814	\$ 413,727	\$ 438,296	\$ 464,374
Cost of goods sold	258,068	267,489	282,207	294,582	307,462
Total gross profit	112,719	123,325	131,520	143,714	156,912
Income from Operations	38,544	36,318	45,000	56,386	78,585
Adjusted EBITDA	55,819	64,306	72,149	82,811	94,548

Summary of Certain PMFG Financial Projections Adjusted by CECO and Provided to CECO's Financial Advisor

As part of its evaluation of the Mergers, CECO management adjusted the PMFG management case to reflect the potential impact on PMFG's capital structure and cash flows if the projected results in the PMFG management case were lower than anticipated assuming similar macroeconomic and other conditions that PMFG management assumed for purposes of preparing each of the Initial PMFG management case and Updated PMFG management case (referred to in this joint proxy statement/prospectus as the CECO-adjusted PMFG projections).

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The projections were calendarized so that the CECO-adjusted PMFG projections showed projected financial results for the calendar years 2015 to 2019.

The following table presents a summary of the CECO-adjusted PMFG Projections:

(dollars in thousands)	Projected Financial Results for the Calendar Year				
	2015E	2016P	2017P	2018P	2019P
Revenue	\$ 155,047	\$ 161,248	\$ 167,698	\$ 174,406	\$ 181,383
Cost of goods sold	105,741	109,971	114,369	118,944	123,702
Total gross profit	49,306	51,278	53,329	55,462	57,681
Operating income	3,703	5,544	6,772	8,089	8,957
Adjusted EBITDA ⁽¹⁾	7,493	9,699	10,972	12,289	13,157

(1) For this purpose, Adjusted EBITDA is defined as earnings before interest expense, tax, depreciation and amortization, and adjusted for stock-based compensation. Adjusted EBITDA is a non-GAAP financial measure and should not be considered as an alternative to operating income or net income as a measure of operating performance or cash flows or as a measure of liquidity. Adjusted EBITDA does not include the impact of any potential synergies or costs related to the Mergers.

The CECO-Adjusted PMFG projections and the CECO management case were provided to CECO's financial advisor in connection with CECO's evaluation of the Mergers. The adjusted PMFG projections were not made available to PMFG or its financial advisor.

Effects of the Mergers

Subject to the terms and conditions of the Merger Agreement and in accordance with the DGCL, at the Effective Time, Merger Sub I will merge with and into PMFG. PMFG will be the surviving corporation in that merger, which is referred to as the First Merger, and will become a wholly-owned subsidiary of CECO. Subject to the terms and conditions of the Merger Agreement and in accordance with the DGCL, at the effective time of the Second Merger (which is intended to occur immediately after the closing of the First Merger), PMFG will merge with and into Merger Sub II. Merger Sub II will be the surviving company in the Second Merger and will remain a wholly-owned subsidiary of CECO.

At the Effective Time, each issued and outstanding share of common stock of PMFG (other than Dissenting Shares and shares owned by PMFG or its wholly owned subsidiaries, CECO, Merger Sub I or Merger Sub II) will be converted into the applicable Merger Consideration pursuant to the terms of the Merger Agreement, and each issued and outstanding share of common stock of Merger Sub I will be converted into one share of common stock of PMFG (as the surviving corporation of the First Merger). At the effective time of the Second Merger, each issued and outstanding share of common stock of PMFG (as the surviving corporation of the First Merger) will be cancelled and extinguished for no consideration, after which CECO will own all of the issued and outstanding equity interests of the surviving entity of the Second Merger.

The purpose of the Second Merger is to ensure that the Mergers, taken together, qualify as a reorganization under Section 368(a) of the Code if, among other requirements, there is at least 40% continuity of interest. The 40% continuity of interest requirement will be met if the value of the CECO common stock that is delivered in the First Merger in exchange for shares of PMFG common stock that are outstanding prior to the Effective Time is equal to

40% or more of the sum of the (a) aggregate value of the Stock Consideration and (b) the Cash Consideration. Neither PMFG stockholders nor the CECO stockholders will have an opportunity to vote on the Second Merger. The only condition to completion of the Second Merger is the closing of the First Merger.

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Merger Consideration

At the Effective Time, each issued and outstanding share of PMFG common stock (other than Dissenting Shares and shares owned by PMFG or its wholly owned subsidiaries or by CECO, Merger Sub I or Merger Sub II) will be converted into the right to receive, at the holder's election, but subject to the proration and reallocation mechanisms described below, either:

the Cash Consideration of \$6.85 in cash, without interest; or

the Stock Consideration, consisting of a number of shares of CECO common stock equal to the Exchange Ratio, plus cash (without interest) in lieu of any fractional share of CECO common stock that would otherwise be issued.

The actual Exchange Ratio will be determined by dividing (a) \$6.85 by (b) the CECO Average Trading Price, which is the volume weighted average trading price of a share of CECO common stock on NASDAQ for the 15 consecutive trading days ending on the trading day immediately preceding the closing date of the First Merger, as calculated by Bloomberg Financial LP under the function VWAP.

However, under the terms of the Merger Agreement, the Exchange Ratio is subject to a collar, meaning that in no event will the Exchange Ratio be less than 0.5282 or greater than 0.6456. Specifically, if the CECO Average Trading Price is:

greater than or equal to \$12.97, the Exchange Ratio will be equal to 0.5282 share of CECO common stock for each share of PMFG common stock; and

less than or equal to \$10.61, the Exchange Ratio will be equal to 0.6456 share of CECO common stock for each share of PMFG common stock.

The actual Exchange Ratio and the value of the Stock Consideration are both subject to fluctuation and will not be known until immediately preceding the closing of the First Merger.

The following table illustrates the CECO Average Trading Price at the top (\$12.97) and bottom (\$10.61) of the collar as well as a range of prices above and below the collar together with the respective Exchange Ratios and values of the Stock Consideration that a share of PMFG common stock would be converted in the First Merger.

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CECO Average Trading Price	Exchange Ratio	Value of Stock Merger Consideration(1)
\$14.00	0.5282	\$7.39
13.75	0.5282	7.26
13.50	0.5282	7.13
13.25	0.5282	7.00
12.97	0.5282	6.85
12.75	0.5373	6.85
12.50	0.5480	6.85
12.25	0.5592	6.85
12.00	0.5708	6.85
11.75	0.5830	6.85
11.50	0.5957	6.85
11.25	0.6089	6.85
11.00	0.6227	6.85
10.75	0.6372	6.85
10.61	0.6456	6.85
10.50	0.6456	6.78
10.25	0.6456	6.62
10.00	0.6456	6.46
9.75	0.6456	6.29
9.50	0.6456	6.13

(1) Amount represents the product of the corresponding CECO Average Trading Price and the corresponding Exchange Ratio.

The examples above are illustrative only. The actual CECO Average Trading Price will not be determined until immediately preceding the closing of the First Merger and may be different than (a) at the time of the mailing of this joint proxy statement/prospectus or (b) at the time PMFG stockholders make an election. Further, because the Stock Consideration is subject to a collar and is determined over a set period of time and not as of the Effective Time, the value of the Stock Consideration at the Effective Time may be greater than or less than (a) the Cash Consideration and (b) the trading price of CECO common stock on NASDAQ at the Effective Time.

Further, because PMFG stockholders making elections will likely take into account the relative values of the Stock Consideration and the Cash Consideration in determining what form of election to make, they will likely elect the form of Merger Consideration resulting in the higher value. **As a result, because of the proration mechanics described in this joint proxy statement/prospectus, PMFG stockholders failing to make an election are more likely to receive the form of Merger Consideration having the lower value (based on the relative values of the Stock Consideration and the Cash Consideration as of the Election Deadline).**

PMFG does not have any right to terminate the transaction even if the value of the Stock Consideration is less than the Cash Consideration of \$6.85 per share of PMFG common stock. This means that PMFG stockholders who elect to receive the Stock Consideration, or who will receive the Stock Consideration as a result of the proration procedures in the Merger Agreement, could receive more or less value for their shares of PMFG common stock than they would have received if they had elected to receive (or received pursuant to proration) the Cash Consideration. In the event this was to occur, PMFG would not resolicit approval of the adoption of the Merger Agreement, nor reopen the Merger Consideration election period.

Neither CECO nor PMFG is making any recommendation as to whether PMFG stockholders should elect to receive the Cash Consideration or the Stock Consideration in the First Merger. PMFG stockholders must make their own decision with respect to this election. PMFG stockholders should obtain current and historical market quotations for CECO common stock before deciding what elections to make.

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After completion of the First Merger, each CECO stockholder will hold the same number of shares of CECO common stock that such stockholder held immediately prior to completion of the First Merger. However, upon consummation of the Share Issuance, each share of CECO common stock outstanding immediately prior to the completion of the First Merger will represent a smaller percentage of the aggregate number of shares of CECO common stock outstanding after the completion of the First Merger. On the other hand, each share of CECO common stock will then represent an interest in a company with more assets.

The Merger Agreement provides that the Stock Consideration and Exchange Ratio will be adjusted as necessary to account for any stock splits or reclassifications of either party's common stock.

Electing the Form of Merger Consideration

PMFG stockholders of record on the record date for the PMFG Special Meeting are receiving with this joint proxy statement/prospectus a form of election for purposes of making an election as to whether those stockholders wish to receive the Cash Consideration and/or the Stock Consideration. Any PMFG stockholder who becomes a PMFG stockholder after the record date for the PMFG Special Meeting, or who has not otherwise received a form of election, should contact PMFG or his, her or its broker, bank or other nominee to obtain a form of election. CECO and PMFG will make available forms of election to such persons up until the close of business on the last business day prior to the Election Deadline. PMFG stockholders who vote against, or abstain or fail to vote with respect to, the adoption of the Merger Agreement are still entitled to make elections with respect to their shares of PMFG common stock.

The form of election permits each person who, at or prior to the Election Deadline, is a record holder (or, in the case of nominee record holders, the beneficial owner, through proper instructions and documentation to the nominee record holder) of PMFG common stock to specify the number of shares of PMFG common stock with respect to which the holder elects to receive (a) the Cash Consideration or (b) the Stock Consideration. A PMFG stockholder who submits a form of election is not required to elect the same form of Merger Consideration for all of his, her or its shares. The form of election allows a stockholder to make a cash election for some of his, her or its shares of PMFG common stock and a stock election for the remaining shares.

The Merger Agreement provides that the aggregate consideration payable by CECO in respect of shares of PMFG common stock, PMFG Options and PMFG RSUs will be paid \$66.2 million (or approximately 45%) in cash and the remaining approximately 55% in shares of CECO common stock. As such, if PMFG stockholders make a cash election or a stock election, the form of Merger Consideration they actually receive may be adjusted according to proration procedures contained in the Merger Agreement. Please refer to *Proration and Reallocation Procedures* beginning on page 136.

If the First Merger is completed, PMFG stockholders who fail to submit properly completed elections at or prior to the Election Deadline will still be entitled to receive the Merger Consideration for each of their shares of PMFG common stock. Please refer to *Conversion of Shares; Exchange Procedures; Fractional Shares* beginning on page 151. However, any shares as to which a stockholder has not properly made an election at or prior to the Election Deadline will be treated as described below in *Non-Electing Holders* beginning on page 136.

Exchange Agent

CECO has engaged American Stock Transfer & Trust Company, LLC as the exchange agent for purposes of receiving election forms, determining in accordance with the Merger Agreement the Merger Consideration to be received by each holder of shares of PMFG common stock and exchanging the applicable Merger Consideration for certificates or book-entry shares formerly representing shares of PMFG stock if the First Merger is completed.

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Election Deadline

The Election Deadline will be 5:00 p.m., Eastern Time, on the date that is one business day immediately prior to the PMFG Special Meeting date. CECO and PMFG will publicly announce the anticipated Election Deadline at least five business days prior to the PMFG Special Meeting date.

Form of Election

For a PMFG stockholder to make an election, the form of election must be properly completed and signed and PMFG stockholders must:

submit to the exchange agent, to one of the proper addresses outlined on the form of election, a properly completed and signed form of election together with the certificates, if any, representing their shares of PMFG common stock and any other required documentation specified in the form of election certificates; or

for PMFG stockholders whose shares are held in book-entry or street name form, refer to the form of election on how to elect or how to instruct the broker, dealer, bank or other financial institution that holds the shares to make an election on such PMFG stockholder's behalf.

In order to make a valid election to receive the Cash Consideration and/or the Stock Consideration, the properly completed and signed form of election, together with all other documentation required by the form of election, must be actually received by the Exchange Agent at or prior to the Election Deadline in accordance with the instructions accompanying the form of election. **PMFG stockholders bear the risk of delivery of all the materials that are submitted to the Exchange Agent in order to properly make an election.**

PMFG stockholders of record who desire to make an election, but are unable to furnish the Exchange Agent with their share certificates prior to the Election Deadline, should use the guaranteed delivery procedures that will be described in the form of election.

The good faith determination of the Exchange Agent will be conclusive and binding as to whether or not cash and stock elections have been properly made. If it is determined that any purported cash election or stock election was not properly made, the purported election will be deemed to be of no force or effect and the holder making the purported election will be deemed not to have made an election for these purposes, unless an election is subsequently properly made on a timely basis.

Election Revocation and Changes

Generally, an election may be revoked with respect to all or any portion of the shares of PMFG common stock covered by the election by the holder who submitted the applicable form of election, but only in whole share amounts by written notice of revocation received by the Exchange Agent at or prior to the Election Deadline. However, any transfer of shares of PMFG common stock after an election has been validly made will automatically revoke that election. If an election is revoked, or the Merger Agreement is terminated, and any stock certificates have been transmitted to the Exchange Agent, the Exchange Agent will promptly return the certificates and/or all book-entry shares to the PMFG stockholders who submitted them (except, in the case of a revocation, to the extent (if any) a subsequent cash election and/or stock election is properly made with respect to any or all of the shares of PMFG common stock represented by such certificates or book-entry shares). **PMFG stockholders will not be entitled to**

revoke or change their elections following the Election Deadline.

Table of Contents***Non-Electing Holders***

PMFG stockholders who make no election as to the form of Merger Consideration to be received, whose elections are not received by the Exchange Agent by the Election Deadline, or whose forms of election are not properly completed (subject to the Exchange Agent's discretion to disregard immaterial defects) or are not signed will be deemed not to have made an election. These stockholders may receive the Cash Consideration for all of their shares of PMFG common stock, the Stock Consideration for all of their shares, or a combination of the Cash Consideration and the Stock Consideration, depending on elections that have been made by other PMFG stockholders. **Non-electing holders will have no control over the type of Merger Consideration they receive in exchange for their shares of PMFG common stock.** Please refer to *Proration and Reallocation Procedures* below.

Proration and Reallocation Procedures

PMFG stockholders should be aware that the cash elections and/or stock elections they make may be subject to the proration and reallocation procedures contained in the Merger Agreement.

The Merger Agreement provides that \$66.2 million (or approximately 45%) of the aggregate consideration that will be paid by CECO will be paid in cash. The remaining approximately 55% of the aggregate consideration will be paid in shares of CECO common stock. As such, the aggregate amount of cash CECO will pay to PMFG stockholders and holders of PMFG Options and PMFG RSUs is approximately \$66.2 million, regardless of the number of shares of PMFG common stock for which PMFG stockholders have elected to receive the Cash Consideration.

In addition, the Merger Agreement provides that holders of PMFG Options and PMFG RSUs will receive cash in settlement and cancellation of their PMFG Options and PMFG RSUs of approximately \$1.6 million in cash from the \$66.2 million of the aggregate consideration paid in cash. The aggregate amount of cash to be paid in settlement of PMFG Options and PMFG RSUs will be deducted from the aggregate amount of the Cash Consideration that would otherwise be paid to PMFG stockholders in respect of shares of PMFG common stock. Therefore, regardless of the elections made by PMFG stockholders, the number of shares of PMFG common stock that will be converted into the Cash Consideration (which we refer to in this joint proxy statement/prospectus as the *Cash Conversion Number*) will be determined by the following formula:

(a) the product of (1) 21,482,172 (which is the number of outstanding shares of PMFG common stock on a fully diluted basis) *multiplied by* (2) \$6.85 *multiplied by* (3) 45% (the percentage of the aggregate consideration payable in cash), *minus* (b) the aggregate amount of consideration payable in respect of PMFG Options and PMFG RSUs (net of any exercise price payable in respect of PMFG Options); *divided by*

\$6.85.

The remainder of the shares of PMFG common stock will be converted into the right to receive the Stock Consideration.

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For illustrative purposes only, set forth below is a description of the proration and reallocation procedures, and their effects on PMFG's stockholders, including those who fail to properly make a cash or stock election, under certain alternative scenarios. As a result of these procedures, even if you properly make a cash election for all of your shares of PMFG common stock, if the number of shares electing the Cash Consideration would result in more than \$66.2 million (or approximately 45%) of the aggregate consideration that will be payable by CECO being paid in cash, then some of your shares will be converted into the right to receive the Stock Consideration instead. Similarly, even if you properly elect the Stock Consideration for all of your shares of PMFG common stock, if the number of shares electing the Cash Consideration would result in less than \$66.2 million (or approximately 45%) of the aggregate consideration that will be payable by CECO being paid in cash, then some of your shares will be converted into the right to receive the Cash Consideration instead. If you make no valid election with respect to your shares of PMFG common stock, you may receive in exchange for your shares only the Cash Consideration, only the Stock Consideration, or a combination of the Cash Consideration and the Stock Consideration, depending entirely on the elections of other PMFG stockholders.

Scenario 1: Cash Consideration Is Oversubscribed by PMFG Stockholders***Shares of PMFG Common Stock that Elected the Stock Consideration***

Each PMFG stockholder who properly elected to receive the Stock Consideration will receive the Stock Consideration for all of the shares of PMFG common stock for which he, she or it properly made an election to receive the Stock Consideration (including cash in lieu of any fractional share).

Shares of PMFG Common Stock that Did Not Make a Proper Election

Each PMFG stockholder who failed to properly make an election will receive the Stock Consideration for all of the shares of PMFG common stock for which he, she or it made no election (including cash in lieu of any fractional share).

Shares of PMFG Common Stock that Elected to Receive the Cash Consideration

Each PMFG stockholder who properly elected to receive the Cash Consideration will, due to proration, only receive the Cash Consideration for a pro rata portion of the shares of PMFG common stock for which he, she or it properly made an election to receive the Cash Consideration. The PMFG stockholder will receive the Stock Consideration (and cash in lieu of any fractional share) for the remaining shares of PMFG common stock.

The exact number of shares of PMFG common stock for which a PMFG stockholder will receive the Cash Consideration will be the number of shares, rounded up to the nearest whole number, determined by multiplying the number of shares of PMFG common stock for which the stockholder properly elected to receive the Cash Consideration by a fraction with (a) a numerator equal to the Cash Conversion Number and (b) a denominator equal to the aggregate number of shares of PMFG common stock for which valid elections to receive the Cash Consideration were made.

EXAMPLE 1. Assume that:

there are 21,196,006 shares of PMFG common stock issued and outstanding immediately prior to the Effective Time and that \$1,643,015 will be paid to settle PMFG Options and PMFG RSUs outstanding

immediately prior to the Effective Time. In this scenario, the Cash Conversion Number would be equal to:
 $(\$66,218,795 - \$1,643,015) \div \$6.85 = 9,427,121$ shares of PMFG common stock; and

PMFG stockholders properly make cash elections with respect to 11,000,000 shares of PMFG common stock outstanding immediately prior to the Effective Time, meaning that the Cash Consideration is oversubscribed by 1,572,879 shares of PMFG common stock. The aggregate number of shares of PMFG common stock for which PMFG stockholders properly elect to receive the Cash Consideration is referred to in this joint proxy statement/prospectus as the Cash Election Number.

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If you own 1,000 shares of PMFG common stock and have properly made a cash election for all of those shares, due to proration, your shares of PMFG common stock would be converted into in the First Merger into the right to receive the following:

857 shares of PMFG common stock will be converted into the right to receive the Cash Consideration (calculated as (a) the Cash Conversion Number *divided by* (b) the Cash Election Number *multiplied by* (c) the number of shares of PMFG common stock for which the PMFG stockholder has made a cash election, or $9,427,121 \div 11,000,000 \times 1,000$; and

The remaining 143 shares of PMFG common stock held by that PMFG stockholder will be converted into the right to receive the Stock Consideration.

Scenario 2: Cash Consideration Is Undersubscribed by PMFG Stockholders

Shares of PMFG Common Stock that Elected to Receive the Cash Consideration

Each PMFG stockholder who properly elected to receive the Cash Consideration will receive the Cash Consideration for all of the shares of PMFG common stock for which he, she or it properly made an election to receive the Cash Consideration.

The difference between (a) the Cash Conversion Number and (b) the Cash Election Number is referred to in this joint proxy statement/prospectus as the Shortfall Number.

Shares of PMFG Common Stock that Did Not Make a Proper Election

If the Shortfall Number is less than or equal to the aggregate number of shares of PMFG common stock for which no valid election has been made, which is referred to in this joint proxy statement/prospectus as Non-Electing PMFG Shares, then PMFG stockholders who failed to make a valid election will receive a mix of the Cash Consideration and the Stock Consideration. The exact number of Non-Electing PMFG Shares of a non-electing PMFG stockholder that will be converted in the First Merger into the right to receive the Cash Consideration will be equal to the number of Non-Electing PMFG shares held by that stockholder multiplied by a fraction with (a) a numerator equal to the Shortfall Number and (b) a denominator equal to the aggregate number of Non-Electing PMFG Shares held by all non-electing PMFG stockholders. All remaining Non-Electing PMFG Shares will be converted into the Stock Consideration.

If the Shortfall Number is greater than the aggregate number of Non-Electing PMFG Shares, then each non-electing PMFG stockholder will have the right to receive the Cash Consideration in exchange for all of his, her or its Non-Electing PMFG Shares.

Shares of PMFG Common Stock that Elected the Stock Consideration

If the Shortfall Number is less than or equal to the aggregate number of Non-Electing PMFG Shares, then each PMFG stockholder who properly elected to receive the Stock Consideration will receive the Stock Consideration for all of the shares of PMFG common stock for which he or she made a valid election to receive the Stock Consideration.

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If the Shortfall Number is greater than the aggregate number of Non-Electing PMFG Shares, then PMFG stockholders who made a valid election to receive the Stock Consideration will, due to proration, receive the right to receive a mix of the Cash Consideration and the Stock Consideration. The exact number of shares of a stock-electing PMFG stockholder that will be converted into the right to receive the Cash Consideration will be equal to the number of stock-electing PMFG shares held by that stockholder multiplied by a fraction with (a) a numerator equal to the difference between (1) the Shortfall Number and (2) the aggregate number of Non-Electing PMFG Shares and (b) a denominator equal to the aggregate number of stock-electing PMFG shares. All remaining shares for which a valid stock election has been made will be converted into the right to receive the Stock Consideration.

EXAMPLE 2. As in Example 1 above, assume that the Cash Conversion Number is equal to 9,427,121 shares of PMFG common stock. Additionally, assume that PMFG stockholders properly make cash elections with respect to 9,000,000 shares of PMFG common stock and that the number of Non-Electing PMFG Shares is 1,000,000. In this example, the Shortfall Number would be equal to: $9,427,121 - 9,000,000 = 427,121$.

Because in this example the Shortfall Number is less than the aggregate number of Non-Electing PMFG Shares, each non-electing PMFG stockholder would receive a mix of the Cash Consideration and the Stock Consideration. If you own 1,000 Non-Electing PMFG Shares, you would receive the Cash Consideration for 427 of your shares $1,000 \times (427,121 \div 1,000,000)$ and the Stock Consideration (including cash in lieu of any fractional share) for your remaining 573 shares.

Because in this example the Shortfall Number is less than the aggregate number of Non-Electing PMFG Shares, all stock-electing PMFG stockholders would receive the Stock Consideration for each share of PMFG common stock for which a valid stock election has been made.

EXAMPLE 3. As in Examples 1 and 2 above, assume that the Cash Conversion Number is equal to 9,427,121 shares of PMFG common stock. Additionally, assume that PMFG stockholders properly make cash elections with respect to 9,000,000 shares of PMFG common stock, that the number of Non-Electing PMFG Shares is 100,000 and that the number of stock-electing PMFG shares is 12,096,006. In this example, the Shortfall Number would again be equal to: $9,427,121 - 9,000,000 = 427,121$.

However, because in this example the Shortfall Number is greater than the aggregate number of Non-Electing PMFG Shares, each non-electing PMFG stockholder would receive the Cash Consideration for all Non-Electing PMFG Shares held by that non-electing PMFG stockholder. Non-electing PMFG stockholders would receive no Stock Consideration for their Non-Electing PMFG Shares in this example.

Because in this example the Shortfall Number is greater than the aggregate number of Non-Electing PMFG Shares, each stock-electing PMFG stockholder would receive a mix of the Cash Consideration and the Stock Consideration. Accordingly, if you own 1,000 shares of PMFG common stock and have properly made a stock election for all of those shares, due to proration, your shares of PMFG common stock would be converted into in the First Merger into the right to receive the following:

973 shares of PMFG common stock held by that PMFG stockholder will be converted into the right to receive the Stock Consideration $(1,000 \times (12,096,006 - 427,121 + 100,000) \div 12,096,006)$; and

The remaining 27 shares of PMFG common stock will be converted into the right to receive the Cash Consideration.

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Neither CECO nor PMFG is making any recommendation as to whether PMFG stockholders should elect to receive the Cash Consideration or the Stock Consideration in the First Merger. PMFG stockholders must make their own decision with respect to such election. As a result of the proration and reallocation procedures set forth in the Merger Agreement and described in this joint proxy statement/prospectus, PMFG stockholders may receive the Cash Consideration or the Stock Consideration in amounts that are different from the amounts they elect to receive. Because the value of the Cash Consideration and the Stock Consideration may differ, they may receive Merger Consideration having an aggregate value less than what they elected to receive. Accordingly, there can be no assurances that PMFG stockholders will receive the amount of the Cash Consideration or the Stock Consideration they elect. PMFG stockholders should, therefore, obtain current and historical market quotations for CECO common stock before deciding what elections to make.

The actual value to be received by PMFG stockholders will be based on the relative values of the Cash Consideration and the Stock Consideration calculated as of the last trading day before the closing of the First Merger. Because PMFG stockholders making elections will likely take the relative values of the Stock Consideration and the Cash Consideration into account in determining what form of election to make, they will likely elect the form of consideration resulting in the higher value. As a result, if you fail to make an election you are likely to receive the form of Merger Consideration having the lower value (based on the relative values of the Cash Consideration and Stock Consideration as of the last trading day before the closing of First Merger).

Ownership of CECO Following the Mergers

Based on the number of shares of PMFG common stock outstanding as of the close of business on the record date for the PMFG Special Meeting and the number of shares of CECO common stock outstanding as of the closing of business on the record date for the CECO Special Meeting, it is anticipated that, immediately following the First Merger, PMFG stockholders who receive Stock Consideration in the First Merger will own in the aggregate (excluding any CECO shares they may own or acquire prior to consummation of the First Merger) between []% and []% of the outstanding shares of CECO common stock.

After completion of the First Merger, each CECO stockholder will have the same number of shares of CECO common stock that such stockholder held immediately prior to the completion of the First Merger. However, upon Share Issuance, each share of CECO common stock outstanding immediately prior to the completion of the First Merger will represent a smaller percentage of the aggregate number of shares of CECO common stock outstanding after the completion of the First Merger. On the other hand, each share of CECO common stock will then represent an interest in a company with more assets.

Interests of CECO Directors and Executive Officers in the Mergers

CECO's directors and executive officers may have interests in the Mergers, as discussed below, that are different from, or in addition to, the interests of CECO's stockholders. The members of the CECO Board were aware of and considered these interests, among other matters, when they approved the Merger Agreement and recommended that CECO stockholders approve the Share Issuance.

Retention of Positions as a Director or Executive Officer of CECO

It is anticipated that the current members of the CECO Board will retain their positions as directors and that the current executive officers of CECO will retain their positions. It is possible that an alternative transaction to the Mergers in line with CECO's long-term strategic plan could have resulted in the elimination or termination of some or

all of the current directors and executive officers of CECO.

Table of Contents***Potential for Directors and/or Executive Officers of CECO to Be Granted a Bonus for Their Work in Completing the Mergers***

The CECO Board has in the past granted bonuses to directors and executive officers based on their work in completing prior acquisitions by CECO and may do so upon completion of the Mergers. As of the date of this joint proxy statement/prospectus, the CECO Board has not determined whether any such bonuses will be granted to any directors or executive officers.

As a result of these interests, CECO directors and officers may be more likely to support the approval of the Mergers than if they did not have those interests.

Interests of PMFG Directors and Executive Officers in the Mergers

In considering the information described in this joint proxy statement/prospectus, you should be aware that PMFG's directors and executive officers may have economic interests in the Mergers that may be different from or in addition to those of PMFG stockholders generally and those circumstances may create potential conflicts of interest. In addition to the rights described below, the executive officers of PMFG may be eligible to receive some of the generally applicable benefits described under the heading *Golden Parachute Compensation* on page 147. The PMFG Board was aware of and considered those interests, among other matters, in reaching its decision to approve the Merger Agreement, the Mergers, and the transactions contemplated by the Merger Agreement.

Set forth below are the descriptions of the directors' and executive officers' interests including the treatment in the Mergers of PMFG's equity compensation awards (including the acceleration of PMFG stock options, PMFG restricted stock awards and PMFG restricted stock units), employment agreements, severance agreements and other rights that may be held by PMFG's directors and executive officers, such as the right to ongoing indemnification by the surviving corporation for acts or omissions occurring prior to the Mergers. The dates used in the discussion below to quantify certain of these interests have been selected for illustrative purposes only, and those dates do not necessarily reflect the dates on which certain events may or will occur. The equity awards held by the PMFG executive officers and directors that will be cashed out in connection with the First Merger will be deducted from the Cash Consideration that would otherwise be paid to PMFG stockholders in the First Merger and, unlike the shares held by PMFG stockholders, will not be subject to the proration and reallocation procedures in the Merger Agreement in the event that the cash elections by the PMFG stockholders are oversubscribed, as described above in more detail in *Electing the Form of Merger Consideration* beginning on page 134.

Equity Awards Held by PMFG Directors and Executive Officers***PMFG Stock Options***

All outstanding options of PMFG (the *PMFG Options*) were fully vested prior to the date PMFG entered into the Merger Agreement. As of the Effective Time, each outstanding PMFG Option will be cancelled and converted into the right to receive the Cash Consideration less the exercise price for the option. See *The Merger Agreement - Consideration to Be Received in the Mergers* beginning on page 155.

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The following table summarizes, as of September 1, 2015, the total number of vested PMFG Options that are held by each of PMFG's directors and executive officers. This table assumes that these PMFG Options are not exercised for shares of PMFG common stock prior to the Effective Time.

Executive Officers and Directors	No. of Shares Underlying Options	Exercise Price of Options	Aggregate Value of Per Option Spread Merger Consideration(1)
Peter Burlage			
Charles Gillman			
Kenneth Hanks	4,000	\$ 5.95	\$ 3,600
Robert McCashin			
R. Clayton Mulford			
Kenneth Shubin Stein			
Howard Westerman, Jr.			
Ronald McCrummen			
John Conroy			
Jon Segelhorst			
David Taylor	8,000	\$ 4.5975	\$ 18,020
Tim Shippy			

(1) Calculated by multiplying the aggregate number of shares of PMFG common stock issuable upon exercise of the PMFG Options by the excess of \$6.85 per share less the exercise price of the options.

PMFG Restricted Stock Awards

As of the Effective Time, each outstanding unvested PMFG restricted stock award will be vested in full, all restrictions on the restricted stock will lapse, and the restricted stock will be treated in the First Merger in the same manner as any other outstanding share of PMFG common stock and will have the right to elect for each share whether to receive the Cash Consideration or the Stock Consideration. See *The Merger Agreement Consideration to Be Received in the Mergers* on page 155.

The following table summarizes, as of September 1, 2015, the aggregate number of outstanding unvested restricted shares of PMFG common stock that are held by each of PMFG's executive officers. This table assumes continued service of each executive officer through the Effective Time other than Mr. Segelhorst. No outstanding shares of restricted stock are held by PMFG's non-employee directors.

Executive Officers	Aggregate Number of Shares of Restricted Stock	Aggregate Value at \$6.85 Per Share(1)
Peter Burlage	43,737	\$ 299,598
Ronald McCrummen	26,250	179,813
John Conroy	11,032	75,569

Jon Segelhorst(2)	(3)	50,389
David Taylor	10,099	69,178
Tim Shippy	3,322	22,756

- (1) Calculated by multiplying the aggregate number of shares of restricted stock subject to acceleration by \$6.85. For purposes of this table, it is assumed that all such holders of restricted shares of PMFG common stock receive the Cash Consideration.
- (2) Mr. Segelhorst resigned from all positions with PMFG on June 15, 2015. Under the terms of his severance agreement, a portion of the amount payable for the shares of restricted stock that he held prior to his resignation has already been paid to Mr. Segelhorst. As of the Effective Time, Mr. Segelhorst will be entitled to an additional cash amount that, when aggregated with the prior payment, will equal the amount listed in the table above.
- (3) As of the Effective Time, Mr. Segelhorst will not own any shares of restricted stock. Under the terms of the severance agreement, he will be entitled to an additional cash amount with respect to the 7,356 shares of restricted stock that he held at the date of his resignation on June 15, 2015.

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As of the Effective Time, each outstanding PMFG RSU will become fully vested, cancelled and converted into the right to receive a cash payment equal to the product of (a) \$6.85 and (b) the number of shares of PMFG common stock underlying the PMFG RSUs. See *The Merger Agreement Consideration to Be Received in the Mergers* on page 155. No outstanding PMFG RSUs are held by PMFG's non-employee directors.

The following table summarizes, as of September 1, 2015, the aggregate number of PMFG RSUs that are held by each of PMFG's executive officers and that will become fully vested as of the Effective Time, assuming continued service of each executive officer through the Effective Time other than Mr. Segelhorst.

Executive Officers	Aggregate Number of PMFG RSUs	Aggregate Value at \$6.85 Per Share(1)
Peter Burlage	73,500	\$ 503,598
Ronald McCrummen	44,274	303,277
John Conroy	18,647	127,732
Jon Segelhorst(2)	(3)	88,577
David Taylor	17,294	118,464
Tim Shippy	5,087	34,846

- (1) Calculated by multiplying the number of shares or target number of shares of PMFG common stock underlying the PMFG RSUs by \$6.85.
- (2) Mr. Segelhorst resigned from all positions with PMFG on June 15, 2015. Under the terms of his severance agreement, as of the Effective Time, Mr. Segelhorst will be entitled to a cash amount that will equal the amount listed in the table above.
- (3) As of the Effective Time, Mr. Segelhorst will not own any PMFG RSUs. Under the terms of the severance agreement, he will be entitled to an additional cash amount with respect to the 12,931 PMFG RSUs that he held at the date of his resignation on June 15, 2015.

Future Equity Awards

PMFG has historically issued equity awards in July to officers and eligible employees. In the Merger Agreement, PMFG agreed to not issue additional equity awards to its officers and employees after the date of the Merger Agreement unless the closing of the Mergers does not occur prior to September 15, 2015. On or after September 15, 2015, the PMFG Board may grant additional time-based restricted stock units (Additional RSUs) with an aggregate value of up to \$400,000. Each Additional RSU would vest on July 5, 2016 and would be settled in cash, unless CECO elects to exchange the Additional RSUs for CECO restricted stock units issuable in shares of CECO common stock.

Payments to PMFG Executive Officers Contingent Upon the Merger

As of the date of this joint proxy statement/prospectus, no determination has been made regarding the post-closing employment status of PMFG's executive officers following the Effective Time. The descriptions below are summaries of the material terms of agreements that PMFG has with its executive officers, including its named executive officers, which are qualified in their entirety by the actual agreements, copies of which have been filed with the SEC.

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PMFG CEO Employment Agreement

PMFG and its wholly owned subsidiary, Peerless Mfg. Co., are parties to an employment agreement (the Employment Agreement) with Peter J. Burlage, PMFG's President and Chief Executive Officer. The Employment Agreement will expire on February 28, 2017, and will be extended for an additional one-year period if either party does not give notice within 90 days prior to March 1, 2017 or each one-year anniversary thereafter. The Employment Agreement provides for a base salary of \$425,000. The Employment Agreement does not include a tax gross up provision. The Employment Agreement provides severance compensation in the event Mr. Burlage's employment terminates in connection with a change in control of PMFG.

If within one year following a change in control Mr. Burlage's employment is terminated by PMFG (other than for cause or due to death or disability) or Mr. Burlage terminates his employment in certain limited circumstances described below, Mr. Burlage is entitled to:

a lump sum payment equal to 200% of the sum of his then-current base salary and any earned annual cash incentive compensation paid in the fiscal year preceding the termination date;

accelerated vesting of any unvested stock options, restricted stock or similar instruments; and

for a period of 18 months following the date of termination, welfare benefits substantially similar to those Mr. Burlage was entitled to receive immediately prior to the date of termination.

Pursuant to the Employment Agreement, any of the following constitutes a change in control :

PMFG is merged, consolidated or reorganized and, as a result, less than a majority of the combined voting power to elect directors of the then-outstanding securities of the remaining entity immediately after the transaction is available to be received by all stockholders on a pro rata basis and is actually received in respect of voting securities of PMFG pursuant to the transaction;

PMFG sells or transfers all or substantially all of its assets;

any person or group becomes the beneficial owner of securities which represent a majority of the then-outstanding securities of PMFG which are entitled to vote to elect directors provided that any person entitled to and does report on Schedule 13G is not deemed to beneficially own a majority of PMFG's voting securities; and

directors then-serving on the PMFG Board cease to constitute at least a majority thereof; provided, however, a change in control shall not be deemed to have occurred as the result of any transaction having one or more of the foregoing effects if the transaction is both (a) proposed by and (b) includes a significant equity participation of, executive officers of PMFG as constituted immediately prior to the occurrence of the transaction or

any PMFG employee stock ownership plan or pension plan.

Pursuant to the Employment Agreement, Mr. Burlage is entitled to receive the severance compensation described above if, within one year following a change in control, Mr. Burlage executes a release, and terminates employment for one of the following reasons:

a material adverse change in the positions held by Mr. Burlage or in the nature or scope of the duties attached to Mr. Burlage's positions with PMFG immediately prior to the change in control, any material reduction in Mr. Burlage's base salary (excluding bonus and incentive compensation) or any material adverse change in the calculation of the annual bonus or incentive compensation, equity incentive compensation or a significant reduction of the aggregate other benefits to which Mr. Burlage was entitled immediately prior to the change in control;

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a determination by Mr. Burlage made in good faith after consultation with the PMFG Board that as a result of a change in control and a change in circumstances thereafter significantly affecting Mr. Burlage's position, changes in the composition or policies of the PMFG Board, or of other events of material effect, Mr. Burlage has been rendered substantially unable to carry out, or has been substantially hindered in the performance of, the duties attached to his position immediately prior to the change in control;

PMFG's principal executive offices are relocated or Mr. Burlage is required to have his principal work location outside of the greater Dallas, Texas metropolitan area or that he is required to travel away from his office in the course of discharging his duties significantly more than required of him prior to the change in control; or

PMFG commits any material breach of the Employment Agreement; provided that Mr. Burlage is not entitled to assert that one of these specified events entitles him to terminate his employment unless he gives PMFG written notice within 90 days after the event occurs, and gives the PMFG Board at least 45 days to cure the alleged condition.

The Employment Agreement contains a "best-net" provision, which provides that if Section 280G of the Code would apply to payments Mr. Burlage has received or will receive in conjunction with the change in control (including those made under Employment Agreement), and the payments would trigger an excise tax on excess parachute payments, then those payments are subject to a reduction in order to avoid application of that excise tax, but only if the reduction would result in a greater net after-tax amount paid to Mr. Burlage.

The Employment Agreement provides that Mr. Burlage will not compete with PMFG, solicit PMFG's employees, disclose any confidential information or interfere with certain of PMFG's business relationships during his employment and for a period of two years following termination of his employment.

PMFG Executive Officer Severance Agreements

PMFG has severance agreements (the "Severance Agreements") with each of its named executive officers other than Mr. Burlage (Mr. McCrummen, Mr. Segelhorst, Mr. Conroy, Mr. Taylor and Mr. Shippy). The Severance Agreements provide for an initial two-year term and are automatically extended for an additional year unless notice is provided by either party to the other at least 90 days prior to each anniversary date of the Severance Agreement. The Severance Agreements also provide that each officer is and remains an at-will employee and may be terminated at any time with or without cause, as that term is defined in the Severance Agreement.

In the event that an officer is terminated without cause within 18 months following a change in control or the officer terminates his employment for good reason (as described below) and executes a general release of claims in favor of PMFG, PMFG is obligated to pay the applicable officer a severance payment equal to 13.5 months (18 months for Mr. McCrummen and Mr. Conroy) of the officer's base salary at the highest rate in effect during the term of the Severance Agreement. The officer also will be entitled to receive any earned but unpaid annual cash incentive compensation that had not been paid for the prior fiscal year and also will be entitled to receive his or her annual cash incentive compensation for the current fiscal year which will be paid at the "target" level. The officer also will be entitled to the accelerated vesting of equity awards.

A change in control of PMFG, shall have occurred, in the context of the Severance Agreements, if any of the following events shall occur:

any consolidation, merger or other reorganization of PMFG in which PMFG is merged, consolidated or reorganized into or with another corporation or other legal person or pursuant to which shares of PMFG's stock are converted into cash, securities or other property, other than a merger of PMFG in which the holders of PMFG's common stock immediately prior to the merger own more than 50% of the common stock of the surviving corporation or its ultimate parent immediately after the merger;

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any sale, lease, exchange or other transfer (or in one transaction or a series of related transactions) of all or substantially all of the assets of PMFG and as a result of the transaction the holders of PMFG's common stock immediately prior to the transaction own less than 50% of the common stock of the transferee or its ultimate parent immediately after the transaction;

any liquidation or dissolution of PMFG or any approval by the stockholders of PMFG of any plan or proposal for the liquidation or dissolution of PMFG;

any person (including any person as the term is used in Section 13(d)(3) or Section 14(d)(2) of the Exchange Act), has become an Acquiring Person (as the term is defined in the Severance Agreements);

if at any time, the continuing directors then serving on the PMFG Board cease for any reason to constitute at least a majority thereof; or

any occurrence that would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14A or Item 5.01 of Form 8-K or any successor rule or regulation promulgated under the Exchange Act.

Pursuant to the Severance Agreements, good reason means the occurrence of any one of the following without the officer's written consent:

a material adverse change in the positions held by the officer or in the nature or scope of the duties attached to the officer's positions with PMFG immediately prior to the change in control, any material reduction in the officer's base salary (excluding annual cash incentive compensation) or any material diminution in scope or value of the aggregate other base benefits to which the officer was entitled immediately prior to the change in control; or

the relocation of the PMFG's principal executive offices to a location more than 50 miles from the current location or the requirement that the officer have as his principal location of work any location not within the greater Dallas, Texas metropolitan area or that he travel away from his office in the course of discharging his duties significantly more than required of him prior to the change in control.

The Severance Agreements each contain a "best-net" provision, which provides that if Section 280G of the Code would apply to payments an officer has received or will receive in conjunction with the change in control (including those made under the Severance Agreements), and the payments would trigger an excise tax on excess parachute payments, then those payments are subject to a reduction in order to avoid application of that excise tax, but only if the reduction would result in a greater net after-tax amount paid to the officer.

The Severance Agreements also each contain provisions prohibiting the officer during the period of employment and for one year after termination of the officer's employment from engaging in certain competitive activities.

Mr. Segelhorst's Resignation

Mr. Segelhorst resigned from all positions with PMFG on June 15, 2015. Under the terms of his Severance Agreement, Mr. Segelhorst was entitled to and received a cash payment equal to nine months of Mr. Segelhorst's base salary and the value of all of his shares of restricted stock and PMFG RSUs that would have vested within one year of his resignation. Mr. Segelhorst is also entitled to a prorated portion of any earned but unpaid annual cash incentive compensation for 2015 within five days of PMFG's payment of the 2015 annual cash incentive to other executive officers. Pursuant to his Severance Agreement, as of the Effective Time, Mr. Segelhorst will be entitled to an additional amount that, when aggregated with the prior payments, will equal the amount Mr. Segelhorst would have received had his resignation occurred following a change of control.

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Golden Parachute Compensation

The following table sets forth, as of September 1, 2015, the information required by SEC rules regarding certain compensation that each of PMFG's named executive officers may receive based on or that otherwise relates to the Mergers. All change in control payments under PMFG's employment agreement and severance agreements and all equity award accelerations under PMFG's equity incentive plans require both the consummation of the Mergers and the termination of the executive's employment under certain specified conditions (sometimes referred to as "double trigger" benefits). However, under the terms of the Merger Agreement, all equity awards will accelerate as of the Effective Time (sometimes referred to as "single trigger" benefits).

For purposes of this table, it is assumed that (a) the First Merger qualifies as a change in control as defined in each applicable agreement and/or plan, (b) the First Merger is consummated and (c) the named executive officers are terminated immediately following the Effective Time in qualifying terminations of employment and are entitled to full benefits available under their employment agreement or severance agreements.

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Name	Cash	Equity(4)	Perquisites/ Benefits(5)	Total
Peter Burlage(1) <i>President and Chief Executive Officer</i>	\$ 1,487,500	\$ 803,073	\$ 36,000	\$ 2,326,573
Ronald McCrummen(2) <i>Executive Vice President and Chief Financial Officer</i>	640,000	483,089		1,123,089
John Conroy(2) <i>Executive Vice President, Americas Process Products</i>	427,500	203,301		630,801
Jon Segelhorst(2)(3) <i>Former Vice President, Americas Nuclear, Heat Exchangers and Silencers</i>	289,750	138,965		428,716
Tim Shippy(2) <i>Vice President, Environmental Systems</i>	228,000	57,602		285,602
David Taylor(2) <i>Vice President, Asia-Pacific</i>	305,000	184,642		492,642

- (1) Cash amount for Mr. Burlage is the sum of 200% of his fiscal year 2015 annual base salary of \$425,000 (\$850,000) plus 200% of his fiscal year 2015 target annual cash incentive compensation of \$318,750 (\$637,500). Mr. Burlage's employment agreement provides that he will receive 200% of any earned cash incentive bonus paid in the fiscal year preceding his termination in connection with a change in control. Mr. Burlage was paid no cash incentive bonus in fiscal year 2014. Fiscal year 2015 will end on June 27, 2015. We have assumed a target payout of the fiscal year 2015 award to Mr. Burlage for purposes of this calculation. We have also assumed that Mr. Burlage's fiscal year 2016 annual base salary will equal his fiscal year 2015 annual base salary. All amounts are double trigger payments resulting from Mr. Burlage's qualifying termination within 12 months of a change in control.
- (2) Cash amount for Mr. McCrummen is 150% of his fiscal year 2015 annual base salary of \$320,000 (\$480,000) plus his fiscal year 2015 target annual cash incentive compensation of \$160,000. Cash amount for Mr. Conroy is 150% of his fiscal year 2015 annual base salary of \$225,000 (\$337,500) plus his fiscal year 2015 target annual cash incentive compensation of \$90,000. Cash amount for Mr. Segelhorst is 112.5% of his fiscal year 2015 annual base salary of \$190,000 (\$213,750) plus his fiscal year 2015 target annual cash incentive compensation of \$76,000. Cash amount for Mr. Taylor is 112.5% of his fiscal year 2015 annual base salary of \$200,000 (\$225,000) plus his fiscal year 2015 target annual cash incentive compensation of \$80,000. Cash amount for Mr. Shippy is 112.5% of his fiscal 2015 annual base salary of \$160,000 (\$180,000) plus his fiscal year 2015 target annual cash incentive compensation of \$48,000. We have assumed that fiscal year 2016 amounts will equal all current amounts for fiscal year 2015. All amounts are double trigger payments resulting from a qualifying termination of the executive officer within 18 months of a change in control.
- (3) Mr. Segelhorst resigned from all positions with PMFG on June 15, 2015. Under the terms of his Severance Agreement, a portion of the amount payable in connection with a change in control has already been paid to Mr. Segelhorst. As of the Effective Time, Mr. Segelhorst will be entitled to an additional cash amount that, when aggregated with the prior payment, will equal the amount listed in the table above.
- (4) For all executives other than Mr. Segelhorst, calculated by multiplying the aggregate number of shares or target number of shares subject to acceleration by \$6.85. All outstanding options were fully vested prior to the date of the Merger Agreement. All equity awards were issued as double trigger payments under PMFG's equity incentive plans. However, under the terms of the Merger Agreement, all equity awards will accelerate as of the Effective Time and all amounts will be paid as single trigger payments. For Mr. Segelhorst, calculated by multiplying the aggregate number of shares or target shares held on the date of his resignation by \$6.85. As of the date of this joint proxy statement/prospectus, Mr. Segelhorst does not own any shares of restricted stock or PMFG RSUs.

- (5) Amount for Mr. Burlage consists of the incremental premiums paid by PMFG for life insurance and long-term disability insurance and the continued use of a PMFG-owned vehicle for a period of up to 18 months. All amounts are double trigger payments following termination of Mr. Burlage's employment occurring within 12 months after a change in control.

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PMFG Director Compensation

PMFG's non-employee directors will not receive any additional compensation or