



## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

### G3 GROUP LIMITED

Notice is given that the Annual Meeting of Shareholders of G3 Group Limited (*G3 Group* or the *Company*) will be held on Friday 29 September 2017 at 10.00 am at the offices of Chapman Tripp, Level 35, ANZ Centre, 23-29 Albert Street, Auckland 1010, New Zealand.

#### Agenda

1 **Chairman's Report**

2 **Chief Operating Officer's Review**

3 **Resolutions**

3.1 *Re-election of Director*

That Stephen Phillips, who retires by rotation, and being eligible, is re-elected as a director of G3 Group as more particularly described in explanatory note 1.

3.2 *Auditor's Remuneration*

That the reappointment of KPMG to hold office from the conclusion of the meeting until the conclusion of the next annual meeting as G3 Group's auditor be confirmed and that G3 Group's directors be authorised to fix the auditor's fees and expenses for that period as more particularly described in explanatory note 2.

3.3 *De-listing from the NXT Market*

That shareholders resolve as an ordinary resolution to approve the delisting of the Company from the NXT Market and with NZX Limited, including that its ordinary shares cease to be quoted on the NXT Market, as soon as practicable following the annual meeting, as more particularly described at explanatory note 3. NZX Limited has not yet approved the Company's delisting from the NXT Market. The Company intends to apply to delist on or before the date of the meeting so that if the resolution is passed the delisting process could be completed by the end of October.

3.4 *Approve consolidation of founder shareholdings*

That shareholders approve for all purposes, including rule 7(c) of the Takeovers Code, the acquisition by Wilshire Investments LP (*Wilshire*), an entity under the effective control of Evan Christian, the 43,047,167 ordinary shares held by JBT Trustee Limited & JDB Trustee Services Limited, June Loretta Be bono and Christian Family Trust Limited, as more particularly described in explanatory note 4.

3.5 *Approve buy-back and cancellation of shares held by small independent shareholders*

That shareholders approve for all purposes, including Rule 62 of the NXT Market Rules and clause 4 of the Takeovers Code (Class Exemptions) Notice (No 2) 2001, the acquisition by the Company of up to 1,597,000 ordinary shares held by eligible small shareholders as at the date of this notice (other than Mark Brightwell & Augustine Trustee Limited, the founder shareholders, the participants of the employee share plan,

and Mills Beach Estate Pty Limited as trustee for Gillon Investment Family Trust, or their associates), for \$0.75 per share as more particularly described in explanatory note 5.

3.6 *Approve potential variation, buy-back and cancellation of the employee share plan shares*

That shareholders approve for all purposes, including Rule 62 of the NXT Market Rules clause 4 of the Takeovers Code (Class Exemptions) Notice (No 2) 2001, the variation and buy-back by the Company of 5,366,662 ordinary shares held by participants of the employee share plan, for \$0.75 per share as more particularly described in explanatory note 6.

### **Independent Adviser's Report**

As required by Rule 15(h) of the Takeovers Code and clause 4 of the Takeovers Code (Class Exemptions) Notice (No 2) 2001, the notice of this meeting is also accompanied by an independent adviser's report from Simmons Corporate Finance Limited on the merits of resolutions 3.4 to 3.6, having regard to the interests of those persons who may vote to approve the various transactions proposed in resolutions 3.2 to 3.4. Simmons Corporate Finance Limited has concluded that, in its opinion, after having regard to all the relevant factors, the positive aspects of the transactions contemplated by resolutions 3.2 to 3.6 significantly outweigh the negative aspects from the perspective of the shareholders who are not associated with Wilshire, JBT Trustee Limited & JDB Trustee Services Limited, June Loretta Be bono and Christian Family Trust Limited. Please see paragraph 2.2. of the independent advisers report for a summary of Simmons Corporate Finance Limited's evaluation.

### **Directors' recommendation**

The directors recommend that shareholders vote in favour of all resolutions. If passed the resolutions will result in the de-listing of the company from the NXT market, and for the capital structure of the company to be simplified from the buy-back of small shareholdings, and (if Wilshire elects to do so), from employees under the Company's employee share scheme.

### **Procedural Notes**

- a. The persons who will be entitled to vote on the resolutions at the Annual Shareholders' Meeting are those persons who will be the shareholders of G3 Group at 5.00pm on Thursday, 14 September 2017.
- b. All resolutions must be passed by an ordinary resolution of shareholders, i.e., by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution in person, by proxy or by postal vote.

### **Proxy**

- a. A shareholder may vote at the Annual Shareholders' Meeting either in person or by proxy. A body corporate which is a shareholder may appoint a representative to attend the Annual Shareholders' Meeting on its behalf in the same manner as that in which it could appoint a proxy.
- b. A proxy need not be a shareholder of G3 Group. A shareholder who wishes to do so may appoint the Chairperson of the Meeting to act as proxy.
- c. A proxy will vote as directed or, if voting is left to the proxy's discretion, then the proxy will decide how to vote on the resolutions (or on any motions from the floor moved at the meeting). If the Chairperson is appointed as proxy and the voting is left to his discretion, the Chairperson intends to vote in favour of all Resolutions, except for resolution 6 which

the Chairperson will vote "abstain" as the Chairperson is restricted from voting on this resolution (see the explanatory notes for resolution 6 below).

- d. To appoint a proxy please visit <https://investorcentre.linkmarketservices.co.nz/voting/GGL>. You will require your CSN/Holder Number and Authorisation Code (FIN). Alternatively please complete and return the enclosed proxy form to the office of G3 Group's Share Registrar, Link Market Services Limited, in accordance with the instructions set out on the form by 10.00am Wednesday, 27 September 2017.

### **Postal Votes**

- e. Instead of voting in person or by proxy a shareholder may cast a postal vote on all or any of the matters to be voted on at the meeting. The Board has authorised Link Market Services Limited to receive and count postal votes for the meeting.
- f. To cast a postal vote please visit <https://investorcentre.linkmarketservices.co.nz/voting/GGL>. You will require your CSN/Holder Number and Authorisation Code (FIN). Alternatively please complete and return the enclosed postal voting form to the office of G3 Group's Share Registrar, Link Market Services Limited, in accordance with the instructions set out on the form by 10.00am Wednesday, 27 September 2017.

### **Summary of voting restrictions**

- g. As set out in more detail in the explanatory notes below, there are a number of voting restrictions:
- Evan Christian, Jason Butler, June Be bono and any of their associates are restricted from voting on resolutions 3.3 to 3.6.
  - All eligible small shareholders as listed in Annexure 1 to this notice of meeting are restricted from voting on resolution 3.3.
  - All participants in the employee share plan as listed in Annexure 2 to this notice of meeting are restricted from voting on resolution 3.4.

## **EXPLANATORY NOTES**

### **Note 1: Resolution 3.1 Re-election of Director**

Under Rule 9 of the NXT Market Rules, and in accordance with clause 27.1 of G3 Group's constitution, at least one third of directors must retire by rotation at the Annual Shareholders' Meeting. If the Directors are eligible, they may offer themselves for re-election by shareholders at the meeting. In this case, Stephen Phillips retires by rotation and, being eligible, offers himself for re-election by shareholders at the Annual Shareholders' Meeting.

Stephen Phillips is an Independent Director for the purposes of the Listing Rules. A brief biography outlining Mr Phillips' history and experience is set out below.

At the Annual Shareholders' Meeting a resolution to re-elect Stephen Phillips will be put to shareholders. The Board unanimously recommends that shareholders vote in favour of the re-election of Stephen Phillips.

### ***Stephen Phillips***

Stephen Phillips has over 25 years as CEO, director, and chairman within large corporates in NZ and Australia, including Blue Star Group Limited, OTC Office Supplies Limited, Whitcoulls Office

Products Limited, Croxley Stationery Limited and Projex Equipment Hire Limited. He has chaired several advisory boards including Brand Developers Limited and Hydroflow Limited.

**Note 2: Resolution 3.2 Auditor's Remuneration**

KPMG is automatically reappointed as auditor of the Company under section 207T of the Companies Act 1993. The resolution being put to shareholders seeks shareholder confirmation of this and empowers the directors to set the remuneration of the auditors. This resolution will be put as an ordinary resolution and, if passed, will be binding on all shareholders.

**Note 3: Resolution 3.3 Delisting from the NXT Market**

The directors do not consider it is appropriate for G3 Group to remain listed on the NXT Market. The NXT Market has not achieved critical mass since establishment, and the Company's shares have only occasionally been traded. However the on-going costs of maintaining an NXT listing are significant. Accordingly, the directors believe it is in the best interests of the Company to exit the NXT Market now.

Consistent with its normal policy, NZX Limited has required that the Company obtain an approving resolution of ordinary shareholders who are "members of the public" as a condition to its de-listing.

Accordingly, resolution 3.3 will be proposed as an ordinary resolution requiring approval by a simple majority of the votes of shareholders entitled to vote and voting on that resolution.

NZX Limited has not yet approved the Company's delisting from the NXT Market. The Company intends to apply to delist on or before the date of the meeting so that if the resolution is passed the delisting process could be completed by the end of October. Shareholders will be eligible to vote on resolution 3.3 if they are "members of the public" for the purposes of the NXT Listing Rules. Holders of the Company's ordinary shares will be "members of the public" unless they hold 10% or more of the Company's ordinary shares or they have the power to appoint one or more of the Company's directors (in each case either alone or together with their associates). If resolutions 3.3 to 3.6 are all approved then shareholders may have their shares compulsorily acquired.

Accordingly, based on the information available to it at the date of this Notice of Meeting, the Company expects that all ordinary shareholders, other than Evan Christian, Christian Family Trust Limited, Jason Butler, JBT Trustee Limited & JDB Trustee Services Limited and June Be bono, will be "members of the public".

If this resolution is not passed then the Company will continue to be listed on the NXT Market. The Company may not be able to implement the buy-back of small shareholders as to do so would mean the NXT spread requirements would be breached, unless the Company sought a further waiver from NZX Limited. If the Company continues to be listed on the NXT market this will be detrimental to the Company as the costs of maintaining a NXT listing are considered disproportionate compared to the benefits of being listed on the NXT market.

**Note 4: Resolution 3.4 Approve consolidation of founder shareholdings**

Wilshire, a limited partnership entity under the effective control of Evan Christian, proposes to acquire the significant shareholdings in G3 Group associated with founding shareholders, JBT Trustee Limited & JDB Trustee Services Limited, June Be bono and Christian Family Trust Limited, and 100,000 shares beneficially owned by each of Evan Christian and Jason Butler which are currently held by the market maker for the NXT market, First NZ Capital Securities Limited on behalf of each of them.

The sellers have entered into sale and purchase agreements with Wilshire (the SPAs), conditional only on shareholder approval under rule 7(c) of the Takeovers Code. Settlement of the acquisition would occur on the second business day following shareholder approval. The SPAs provide that the sellers will exchange each of their shares for consideration of an equivalent number of limited partnership interests in Wilshire. Apart from these particulars of the SPAs, there are no other arrangements Wilshire has relating to the acquisition or holding or control of the voting rights.

This transaction, if approved by the Shareholders by ordinary resolution, will be permitted under rule 7(c) of the Takeovers Code as an exception to rule 6 of the Takeovers Code. The reasons for the acquisitions are that the founding shareholders wish to consolidate their shareholdings under a single entity in conjunction with the proposed de-listing of G3, and to undertake the other transactions proposed in this notice of meeting. Wilshire has the financial resources to provide funding to the Company to enable it to meet the costs of delisting and undertake the other transactions described in this notice of meeting.

The remaining details requiring disclosure under Rule 7(c) of the Takeovers Code are as follows:

<b>Number of Shares to be acquired</b>	43,047,167 ordinary shares
<b>Percentage of all voting securities represented by the Shares to be acquired and to be held or controlled by Wilshire Investments LP</b>	81.07%
<b>Percentage of voting securities to be under the effective control of Evan Christian following the acquisition</b>	81.07%
<b>Aggregate percentage of voting securities under control of Evan Christian and any associates</b>	81.07%
<b>Consideration for Shares</b>	1 Share for 1 interest in Wilshire Investments LP. This will be effective only upon receiving the approval of the Shareholders at the AGM, and the receipt of executed share transfer forms by Wilshire Investments LP
<b>Parties from whom the Shares are to be acquired</b>	JBT Trustee Limited & JDB Trustee Services Limited (under the effective control of Jason Butler) (20,565,250 shares)  June Be bono (1,333,333 shares)  Jason Butler (100,000 shares)  Evan Christian(100,000 shares)  Christian Family Trust Limited (under the effective control of Evan Christian) (20,948,584)
<b>Independent Adviser’s report</b>	Pursuant to rule 18 of the Takeovers Code, the merits of this resolution has been considered

	and set out in more detail in the Independent Advisor's report annexed to this notice
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*Directors' statement*

The Directors consider this Resolution appropriate because it will facilitate the de-listing of the Company from the NXT market through the provision of additional funding, and will enable the Company to undertake the other transactions described in the notice of meeting. The costs of maintaining a NXT listing are considered disproportionate compared to the benefits of being listed on the NXT market.

*Voting restrictions*

Pursuant to rule 17(i) of the Takeovers Code, the following people are restricted from voting on this resolution 3.4:

- Evan Christian
- Jason Butler
- Christian Family Trust Limited
- JBT Trustee Limited & JDB Trustee Services Limited
- June Be bono
- any associate of those listed above

**Note 5: Resolution 3.5 Approve buy-back and cancellation of shares held by small shareholders**

Pursuant to Rule 62 of the NXT Market Rules and clause 3 of Schedule 1 of the Takeovers Code (Class Exemptions) Notice (No 2) 2001, the terms of the resolution are that G3 Group proposes to offer \$0.75 to eligible small shareholders as at the date of this notice (other than Augustine Trustee Limited, the founder shareholders, the participants of the employee share plan, and Mills Beach Estate Pty Limited as trustee for Gillon Investment Family Trust, or their associates) to acquire up to 1,597,000 ordinary shares. These shares will be cancelled upon acquisition by the Company.

As a consequence of this resolution, Wilshire's holding, and Evan Christian's control, of voting securities in G3 Group would increase to up to 83.58%.

If shareholders pass the resolution, as soon as practicable after the meeting the Company intends to undertake the small independent shareholder buy-back and allow a reasonable time for shareholders to accept – which would not close before 31 October 2017.

Evan Christian controls the voting interests in Wilshire and Wilshire and Evan Christian are relying on the buy-back exemption.

This resolution, if approved by the shareholders by ordinary resolution, will be permitted under rule 32 of the NXT Market Rules, and will be permitted as an exception to rule 6(1) of the Takeovers Code in reliance on the buy-back exemption in clause 4 of the Takeovers Code (Class Exemptions) Notice (No 2) 2001.

Pursuant to Schedule 1, clause 3 of the Takeovers Code (Class Exemptions) Notice (No 2) 2001, and in compliance with rule 18 of the Takeovers Code, the merits of this resolution has been considered and set out in more detail in the Independent Adviser's report annexed to this notice.

The remaining details requiring disclosure under clause 3 of the Takeovers Code (Class Exemptions) Notice (No 2) 2001, are as follows:

	<b>Before Resolution 3.5</b>	<b>After approval of Resolution 3.5</b>
<b>Total number of the Company's shares on issue</b>	53,099,396	51,502,396 (minimum)
<b>Number of shares held by Wilshire / controlled by Evan Christian</b>	43,047,167	43,047,167
<b>Percentage of the Company's shares held by Wilshire / controlled by Evan Christian</b>	81.07%	83.58% (maximum)
<b>Maximum percentage of Company's shares that Evan Christian and his associates, excluding Evan Christian's exempt associates*, could hold or control, in aggregate, if the Company acquires shareholder approval for Resolution 3.5</b>	81.07%	83.58%
<b>Maximum percentage of Company's shares that Evan Christian and his associates could hold or control, in aggregate, if the Company acquires shareholder approval for Resolution 3.5</b>	81.07%	83.58%
<b>Increase in percentage of the Company's shares held/ controlled by Evan Christian after the proposed buy-back</b>	N/A	2.51%
<b>Number of buy-back shares</b>	Up to 1,597,000 ordinary shares	N/A
<b>Buy-back shares represent the following percentage of the Company's shares on issue</b>	3.01%	N/A
<b>Calculation date</b>	11 September 2017	
<b>Share price as at 14/09/2017</b>	\$0.640.	
<b>Consideration</b>	\$0.75 payable as soon as practicable upon the approval of this Resolution	

\* There are no exempt associates for the purposes of the Takeovers Code (Class Exemptions) Notice (No 2) 2001.

### *Assumptions*

The information in the table above, which is required by clause 3 of Schedule 1 of Takeovers Code (Class Exemptions) Notice (No 2) 2001, is based on the following assumptions:

- that Wilshire will not be participating in the buy-backs;
- that resolution 3.4 is passed by ordinary resolution;
- that the number of voting securities in the Company is the number of voting securities on issue on 11 September 2017, being 53,099,396;
- that there is no change in the total number of the Company's voting securities on issue between 11 September 2017 and the date on which the proposed buy-back in Resolution 3.5 is completed, other than as a result of the proposed buy-back in Resolution 3.5;
- that the Company acquires up to 1,597,000 ordinary shares under the proposed buy-back in Resolution 3.5; and
- all of the shares are cancelled immediately upon acquisition by the Company.

### *Voting restrictions*

Pursuant to Schedule 6A of the NXT Market Rules, the following people are restricted from voting on resolution 3.5:

- any of the eligible small shareholders (being those individuals listed in Annexure 1)
- Evan Christian
- Jason Butler
- Christian Family Trust Limited
- JBT Trustee Limited & JDB Trustee Services Limited
- June Be bono
- any associate of those listed above

### *Directors' statement*

The Directors consider this Resolution appropriate because the cost of maintaining a NXT listing is disproportionate compared to the benefits of being listed on the NXT. The small shareholders will receive \$0.75 as a return on their original investment in the Company.

### **Note 6: Resolution 3.6 Approve potential variation, buy-back and cancellation of the employee share plan shares**

Pursuant to Rule 62 of the NXT Market Rules and clause 3 of Schedule 1 of the Takeovers Code (Class Exemptions) Notice (No 2) 2001, the terms of the resolution are that G3 Group may offer to vary and buy-back the 5,366,662 ordinary shares held by the participants of the employee share plan for \$0.75. The consideration will be applied to repay the loans in full owed by the participants under the employee share plan. These shares will be cancelled upon acquisition by the Company.

The consequence of this will increase Wilshire shareholding to over 90%, making Wilshire the dominant shareholder and eligible to undertake a compulsory acquisition of the remaining shares in G3 Group pursuant to rule 52 of the Takeovers Code.

Evan Christian controls the voting interests in Wilshire and Wilshire and Evan Christian are relying on the buy-back exemption.

This resolution, if approved by the shareholders by ordinary resolution, will be permitted under rule 62 of the NXT Market Rules and will be permitted as an exception to rule 6(1) of the



Takeovers Code in reliance on the buy-back exemption in clause 4 of the Takeovers Code (Class Exemptions) Notice (No 2) 2001.

The Company is seeking approval now but does not intend to undertake the offer to vary the employee share plan until after it has completed the share buy-back of small independent shareholdings. As the shares offered under the employee share plan are not due to be redeemed until 2022, Wilshire has prioritised repaying the small shareholders and may wish to provide incentive arrangements to existing staff before any such redemption.

Pursuant to Schedule 1, clause 3 of the Takeovers Code (Class Exemptions) Notice (No 2) 2001, and in compliance with rule 18 of the Takeovers Code, the merits of this resolution has been considered and set out in more detail in the Independent Adviser's report annexed to this notice.

The remaining details requiring disclosure under clause 3 of the Takeovers Code (Class Exemptions) Notice (No 2) 2001, are as follows:

	<b>Before Resolution 3.6</b>	<b>After approval of Resolution 3.6</b>
<b>Total number of the Company's shares on issue</b>	51,502,396	46,135,734 (minimum)
<b>Number of shares held by Wilshire / controlled by Evan Christian</b>	43,047,167	43,047,167
<b>Percentage of the Company's shares held by Wilshire / controlled by Evan Christian</b>	83.58%	93.31% (maximum)
<b>Maximum percentage of Company's shares that Evan Christian and his associates, excluding Evan Christian's exempt associates, could hold or control, in aggregate, if the Company acquires shareholder approval for Resolution 3.5</b>	83.58%	93.31%
<b>Maximum percentage of Company's shares that Evan Christian and his associates could hold or control, in aggregate, if the Company acquires shareholder approval for Resolution 3.6</b>	83.58%	93.31%
<b>Increase in percentage of the Company's shares held/ controlled by Evan Christian after the proposed buy-back</b>	N/A	9.73%
<b>Number of buy-back shares</b>	Up to 5,366,662 ordinary shares	N/A

<b>Buy-back shares represent the following percentage of the Company's shares on issue</b>	10.42%	N/A
<b>Calculation date</b>	11 September 2017	
<b>Share price as at 14/09/2017</b>	\$0.640.	
<b>Consideration</b>	\$0.75 payable if and when Wilshire decides to proceed and upon the approval of this Resolution 3.6, and will be applied to repay the loans owed by participants under the employee share plan	

#### *Assumptions*

The information in the table above, which is required by clause 3 of Schedule 1 of Takeovers Code (Class Exemptions) Notice (No 2) 2001, is based on the following assumptions:

- that Wilshire will not be participating in the buy-backs;
- that resolutions 3.4 and 3.5 are passed by ordinary resolution;
- that the number of voting securities in the Company is the number of voting securities on issue on 11 September 2017 and that the maximum permitted number of shares are acquired under resolution 3.5;
- that there is no change in the total number of the Company's voting securities on issue between 11 September 2017 and the date on which the proposed buy-back in Resolution 3.6 is completed, other than as a result of the proposed buy-backs in Resolution and Resolution 3.6;
- that the Company acquires up to 5,366,662 shares under the proposed buy-back in Resolution 3.6; and
- all of the shares are cancelled immediately upon acquisition by the Company.

#### *Voting restrictions*

Pursuant to Schedule 6A of the NXT Market Rules, the following people are restricted from voting on resolution 3.6:

- any participant of the employee share plan (being those individuals listed in Annexure 2)
- Evan Christian
- Jason Butler
- Christian Family Trust Limited
- JBT Trustee Limited & JDB Trustee Services Limited
- June Be bono
- any associate of those listed above.

#### *Directors' statement*

The Directors consider this Resolution appropriate because the cost of maintaining a NXT listing is disproportionate compared to the benefits of being listed on the NXT. The consideration for the buy-back of \$0.75 per share if it proceeds would be applied to repay the loans owed by the participants under the employee share plan.

**Ordinary resolution**

All resolutions will be effective only if approved by ordinary resolution. An ordinary resolution is a resolution passed by a simple majority of the votes cast of the shareholders entitled to vote and voting.

By order of the board of directors of G3 Group

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**Rob Campbell**

Chairman  
G3 Group Limited  
14 September 2017

## ANNEXURE 1 – SMALL SHAREHOLDERS

Ailini Motu	Norman Knaggs
Amber Rose Allsopp Smith	Paul John Christian
Amber Rose Christian	Pearce Christian
Andrew William Harnos	Rachel Joy Alker
Angela Rees	Rachelle Linda Christian
Anne Kate Selner Maniego	Rachael Godinet
Atul Patel	Ralph Connor
Aviana Rose Butler	Richard James Ison
Branson Christian	Robert John Allsopp Smith
Brenton Elliott Northcott	Robert Harold George Gray
Catherine Julie Christian	Rosemary Platt
Cheryl Ann Johnson	Rozalyn Zillah Allsopp Smith
David Johnson	Sammy Duffin
David Allport	Simon Young
David Butler	Sionekaki Tuineau
David Georges Andre Dromer	Talita Asiata
Delwyn Wall	Thomas Martin
Diane Christian & Logan Christian	Tom Springett
Dominique Leger	Tracy Lynette Allsopp Smith
Elysia Lokes	Valentia Jade Butler
Erwin Zimmet	Yasmin Christian
First NZ Capital Securities	
FNZ Custodians Limited	
Giselle Christian	
Glennis Bates	
Hadley Rex Christian	
Harrison Michael Christian	
Heather Dawn Johnson	
Irene Marryatt	
Jayda Grace Allsopp Smith	
Jaymee Summer Allsopp Smith	
Julian Edward Brown	
Julian Edward Brown	
Kaden Micheal Allsopp Smith	
Katherine Allsopp Smith	
Kelly Grace Alker	
Kieran Jack Alker	
Logan Scott Christian	
Lorraine Beryl Hutton	
Martin Kenneth Kells	
Meegan Vicki Christian	
Michael Robert Allsopp Smith	
Nandi Swanepoel	
Natasha Petrucco	
Nigel Bruce Allsopp Smith	
Nogi Lepa	

## **ANNEXURE 2 – EMPLOYEE SHARE PLAN PARTICIPANTS**

David Allan

David Butler

Dominic Bish

Glennis Bates

Hai Su Wang

Norman Knaggs

Paul Forno

Ralph Connor

Rob Campbell

Robin Alker

Steve Phillips