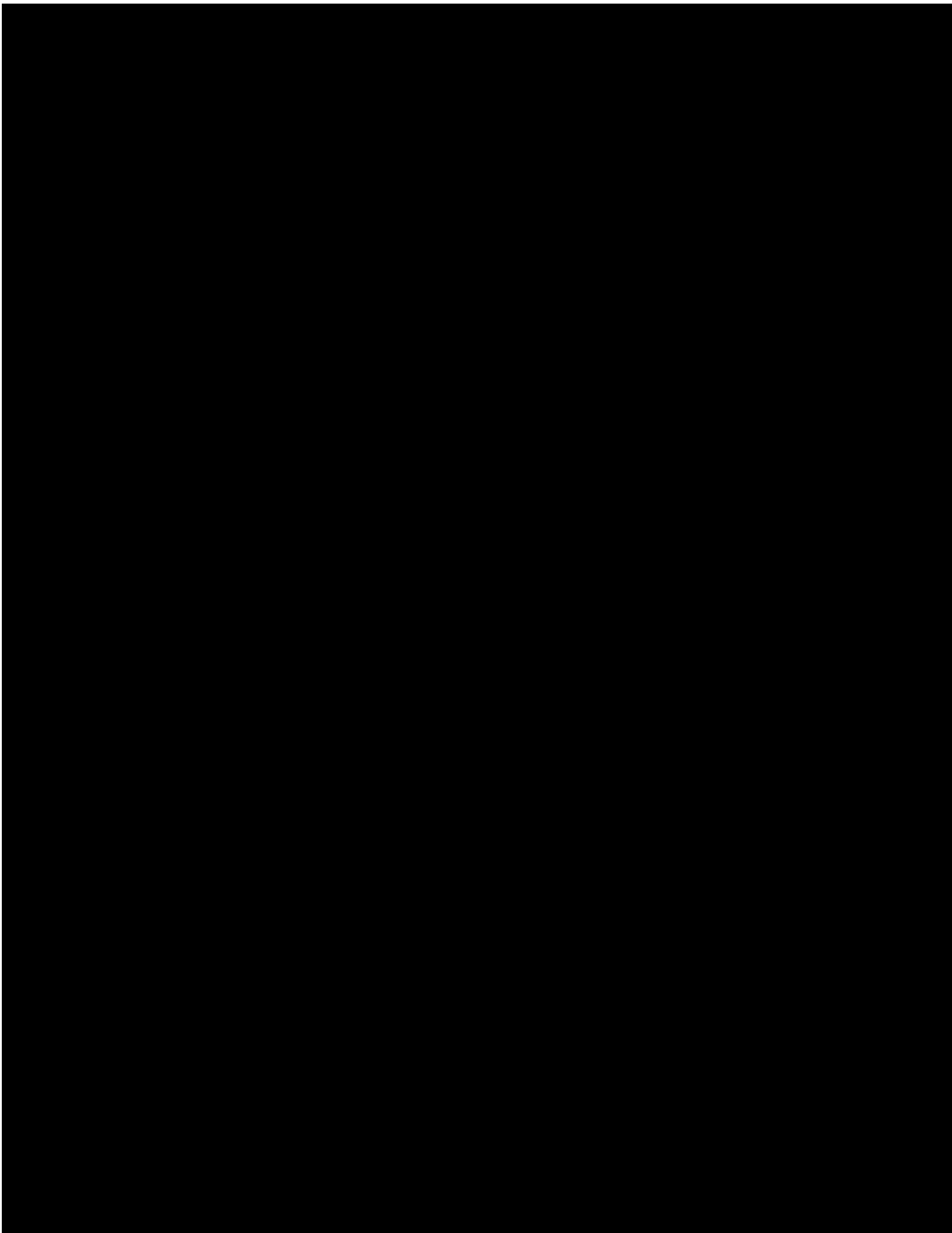

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investment manager of the Master Fund, and HMC Investors, L.L.C. (“HMC Investors”), the managing member of Harbinger Manager, may be deemed to beneficially own the
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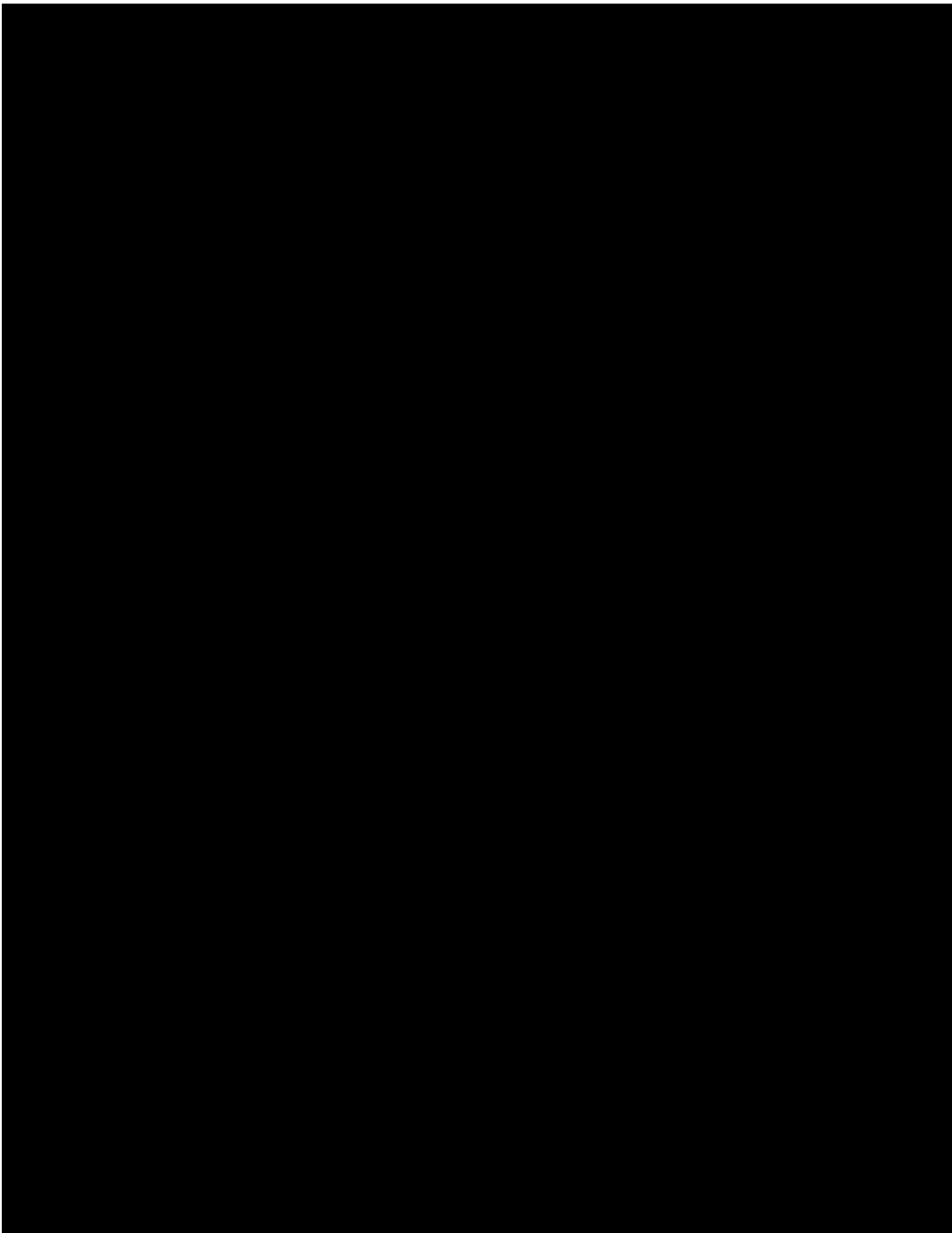
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- a majority of the vo

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What voting procedures will apply to t



THE HARBINGER SHARE ACQUISITION PROPOSAL

Harbinger proposes to acquire that number of Common Shares that, when added to all other shares in respect of which Harbinger may exercise of ~~ex~~n

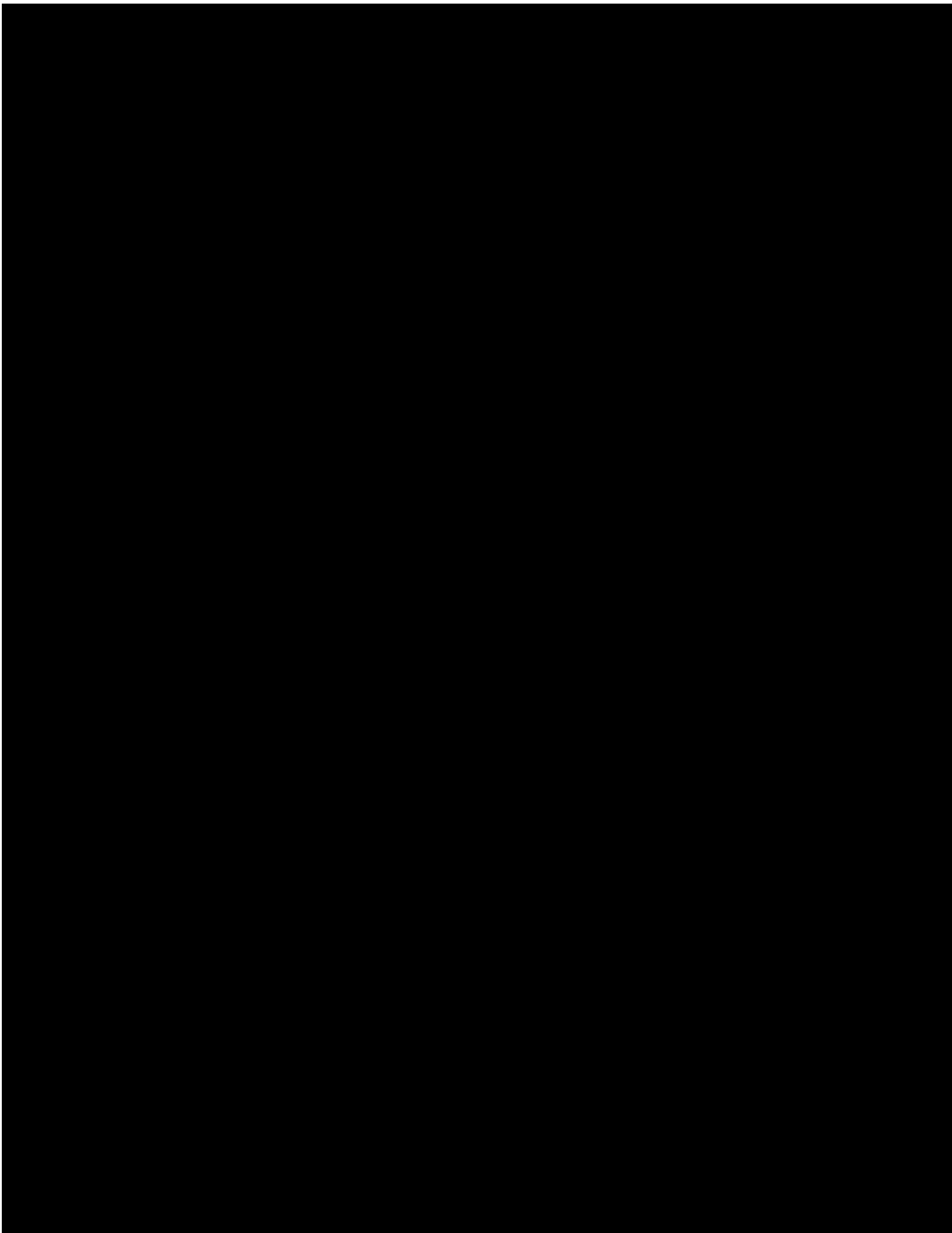
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(D) Notice of the special meeting of shareholders shall be given as promptly as reasonably practicable by the issuing public corporation to all shareholders of record as of the record date set for such meeting, whether or not entitled ed



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(2) Voting shares of a foreign parent corporation are issued or transfere

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(Y) “*Issuing public corporation*” means a domestic corporation with fifty or more shareholders that has its principal place of business, its principal executive offices, assets having substantial value, or a substantial percentage of its assets within this state, and as to which no valid close corporation agreement exists under division (H) of section 1701.591 of the Revised Code.

(Z)(1) “*Control share acquisition*” means the ac~~neelid~~ se

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(3) The acquisition of shares of an issuing public cor

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(EE) “*Entity*” means any

PROXY SOLICITED BY

CERTIFICATION AS TO ELIGIBILITY TO VOTE

As described in our proxy statement, the Control Share Acquisition Statute requires that the control share acquisition be authorized by a vote of the majori3

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Furthermore, shares that are considered Interested Shares because they were purchased during the Restricted Period as part orlort s