

# Share Purchase Plan (SPP) Application Form

GENESIS

CSN/Shareholder Number):

Name and address:

This is an important document. Should you have any doubts about how to deal with it please consult a financial adviser.  
**This offer closes 1.00pm NZ time on 8 March 2010**

## Application for Shares

You may apply for one parcel of ordinary shares in Genesis Research and Development Ltd as set out below, in accordance with the Terms and Conditions of the SPP. To subscribe for new shares in Genesis, please do the following:

- **Tick one of the boxes below** to indicate the value of the parcel of Genesis ordinary shares that you wish to purchase.
- **Complete this form and sign overleaf.**
- **Attach a cheque** payable to Genesis Research and Development Corporation Limited Trust Account.
- **Mail before the closing date.** Your acceptance form and cheque must be received by Computershare before the **close of the offer at 1.00pm (NZ time) on 8 March 2010**. You should allow sufficient time for this to occur.

16,666 shares	41,666 shares	83,333 shares	125,000 shares	166,666 shares	208,333 shares	250,000 shares
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
NZ\$1,000	NZ\$2,500	NZ\$5,000	NZ\$7,500	NZ\$10,000	NZ\$12,500	NZ\$15,000

By signing and returning this form, you irrevocably apply for the number of shares indicated on this form, agree to be bound by the terms and conditions of the SPP and this form, and certify the relevant matters set out overleaf. Genesis reserves the right to vary the closing date for the offer. This offer is non-renounceable and can not be transferred to or accepted by any other person.

## Cheque details – please complete and ensure that the amount payable is correct.

Cheques or bank drafts should be made payable to “**Genesis Research and Development Corporation Limited Trust Account**”. Payment must be made by cheque or bank draft in New Zealand dollars and drawn on a New Zealand bank.

Bank	Branch	Account Number	Suffix
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

## Questions and Contact Details

If you have any questions please contact Computershare NZ on (+64 9) 488 8777 or email enquiry@computershare.co.nz

Telephone number where we may contact you during business hours:

If you do not provide your telephone number it will be necessary to return any incomplete application to you by mail.

## Lodgement Instructions

Your acceptance form and cheque or bank draft must be received by Computershare before the **close of the offer at 1.00pm (NZ time) on 8 March 2010**. You should allow sufficient time for this to occur. Your application form should be returned in the envelope provided to:

Computershare Investor Services Ltd  
Genesis SPP  
Private Bag 92119  
Auckland 1142

or

Computershare Investor Services Pty Ltd  
Genesis SPP  
GPO Box 52  
Melbourne VIC 8060

## APPLICANT CERTIFICATION

By signing and returning this Application Form, each applicant, whether investing alone or jointly, (other than Custodians applying for shares on behalf of persons for whom they hold shares), certifies that the total of the application price for the following items does not exceed NZ\$15,000:

- a) the shares applied for under the SPP; and
- b) any shares issued under the 2009 Share Purchase Plan; and
- c) any other shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
- d) any other shares issued to a Custodian in the 12 months before the date of this application as a result of an instruction you gave to the Custodian to apply for shares on your behalf under the Company's 2009 Share Purchase Plan.

## CUSTODIAN CERTIFICATION

A "Custodian" means a registered shareholder:

- (a) that: (i) is a trustee corporation or a nominee company; and  
(ii) holds those shares by reason only of acting for another person in the ordinary course of business of that trustee corporation or nominee company; or
- (b) that holds those shares by reason only that the person is a bare trustee of a trust to which those shares are subject.

In the case of Custodians that have a registered address in Australia, the Custodian must:

- (a) hold an Australian financial services licence that covers the provision of a *custodial or depositary service* (as defined in section 766E of the Corporations Act 2001) or includes a condition requiring the holder to comply with the requirements of ASIC Class Order [CO02/294]; or
- (b) be exempt under paragraph 7.6.01(1)(k) of the Corporations Regulations 2001 or ASIC Class Order [CO 03/184], from the requirement to hold an Australian financial services licence for the provision of a *custodial or depositary service*.

If you act as a Custodian in respect of more than one beneficiary, you may apply for shares in excess of the NZ\$15,000 limit, provided that you do not accept in aggregate under the SPP or the 2009 share purchase plan shares that have a combined issue price of more than NZ\$15,000 on behalf of any one beneficiary for whom you are a Custodian.

A separate schedule must be attached detailing in respect of each beneficiary on whose behalf you are applying ("Participating Beneficiary") [name, address, number of shares held and number of shares or dollar amount of shares being applied for].

By signing and returning this Application Form as a Custodian, I/we certify that:

- (a) As at 12 February 2010 I/we hold ordinary shares in Genesis Research and Development Corporation Limited as a Custodian for one or more Participating Beneficiaries who have instructed me/us to apply for, and accept, shares under the SPP on their behalf;
- (b) the number of Participating Beneficiaries is \_\_\_\_\_;
- (c) the name and address, number of shares held, and the number of shares or the dollar amount of shares that each Participating Beneficiary instructed me/us to apply for on their behalf is detailed on the attached schedule;
- (d) I/we undertake not to accept on behalf of any Participating Beneficiary for whom I/we act directly or indirectly as Custodian in any 12 month period shares under the SPP and/or any subsequent share purchase plan the total price of which is more than NZ\$15,000;
- (e) that there are no Participating Beneficiaries for whom I/we act directly or indirectly as Custodian in respect of which the total of the application price for the following exceeds NZ\$15,000:
  - (i) the shares I/we have applied for the Participating Beneficiary on whose behalf I am/we are submitting this form; and
  - (ii) any other shares issued to me/us as a result of an instruction given by that Participating Beneficiary to me/us to apply for shares on that Participating Beneficiary's behalf under the 2009 share purchase plan.

## ALL APPLICANTS (INCLUDING CUSTODIANS) MUST SIGN AND DATE THE APPLICATION FORM BELOW.

### Individual or Joint Holders or Holder of Power of Attorney.

If this Application Form is signed under a power of attorney, you must attach a certified photocopy of the power of attorney, together with a certificate of non-revocation.

Shareholder(s) signature(s) [Joint holders must all sign]

Date

### For a Company

Signed on behalf of the shareholder or Custodian by:

Director

Director

Date