

1.1.9 'Employment' means employment by the Company (or a wholly owned subsidiary of the Company, as the case may be) of an Eligible Employee;

1.1.10 'Entitlement Criteria' will be based on, inter alia, the following factors:

- a. Competitive pay levels;
- b. Level of responsibility;
- c. Performance; and
- d. No. of years of Service.

