

# **BWX LIMITED**

ACN 163 488 631

# NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY NOTES AND PROXY FORM

Date of Meeting: 18 October 2016

Time of Meeting: 3:30pm

Place of Meeting:
Minter Ellison, Level 23, Rialto Towers
525 Collins Street
Melbourne, Victoria
Australia

Notice is given that the Annual General Meeting of the shareholders of BWX Limited (**BWX** or the **Company**) will be held at the offices of Minter Ellison at Level 23, Rialto Towers, 525 Collins Street, Melbourne, Victoria on 18 October 2016 at 3:30pm (Eastern Standard Time).

#### **BUSINESS**

# 1. Reports

To consider the financial report of the Company and the reports of the directors and auditor for the year ended 30 June 2016.

## 2. Resolution 1 - Re-election of Mr Denis Shelley as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Denis Shelley, a director who retires in accordance with clause 59 of the Company's constitution, be re-elected as a director of the Company."

# 3. Resolution 2 - Re-election of Mr Aaron Finlay as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Aaron Finlay, a director who retires in accordance with clause 59 of the Company's constitution, be re-elected as a director of the Company."

## 4. Resolution 3 – Ratification of Prior Issue of Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue of 930,752 Shares at \$4.029 per Share on the acquisition of the Lightning Business as more fully described in the Explanatory Notes accompanying this Notice of Meeting, is ratified by the Shareholders."

# 5. Resolution 4 – Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act 2001 (Cth), the Remuneration Report, as contained within the Directors' Report for the year ended 30 June 2016 set out in the Company's 2016 Financial Report, be adopted."

Note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

# 6. Other Business

To consider any other business brought forward in accordance with the Company's constitution or the law.

By order of the Board

AARON FINLAY Company Secretary 16 September 2016

#### **VOTING AND PROXIES**

## Voting

The Directors have determined that, for the purpose of voting at the meeting, members are those persons who are the registered holders of Shares at 7:00pm (Eastern Standard Time) on 16 October 2016.

# **Voting Exclusions**

- 1. The Company will disregard any votes cast on Resolution 3 by any Vendor and any associate of a Vendor, unless it is cast:
  - (a) by a person as a proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
  - (b) by the person chairing the meeting as a proxy for a person who is entitled to vote (in accordance with a direction on the proxy form to vote as the proxy decides).
- 2. Key Management Personnel of the Company and any Closely Related Party of such Key Management Personnel are excluded from voting on Resolution 4, whether as a shareholder or a proxy except if the appointment as a proxy specifies how the proxy is to vote on the resolution. If the Chairman of the meeting is appointed as proxy or is appointed as proxy due to the failure of a nominated proxy to attend or because no proxy was identified, and the appointment does not direct the proxy how to vote on Resolution 4, the Chairman will be authorised to vote in favour of Resolution 4.

#### **Proxies**

- 1. A shareholder who is entitled to attend and vote at the meeting may appoint up to two proxies to attend and vote on behalf of that shareholder.
- 2. If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.
- 3. Where a shareholder appoints more than one proxy, neither proxy is entitled to vote on a show of hands.

- 4. A proxy need not be a shareholder of BWX Limited.
- 5. To be effective, BWX Limited must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 3:30pm (Eastern Standard Time) on 16 October 2016.
- 6. Proxies may be lodged with BWX Limited:
  - (a) by mail, using the enclosed reply envelope to:

BWX Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235

(b) by facsimile:

+61 2 9287 0309

- (c) Online at www.linkmarketservices.com.au
- (d) by hand:

1A Homebush Bay Drive, Rhodes NSW 2138

- 7. Proxies given by corporate shareholders must be executed in accordance with their constitutions, or signed by a duly authorised officer or attorney.
- 8. If the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:
  - (a) the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
  - (b) if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
  - (c) if the proxy is not the Chairman of the AGM, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
  - (d) if the proxy is the Chairman of the AGM, the proxy must vote on a poll and must vote as directed.
- 9. There are now some circumstances where the Chairman of the AGM will be taken to have been appointed as a shareholder's proxy for the purposes of voting on a particular resolution even if the shareholder has not expressly appointed the Chairman of the AGM as their proxy. This will be the case where:
  - (a) the appointment of the proxy specifies the way the proxy is to vote on a particular resolution;
  - (b) the Chairman of the AGM is not named as the proxy;

# **NOTICE OF MEETING**

- (c) a poll has been called on the resolution; and
- (d) either of the following applies:
  - (i) the proxy is not recorded as attending the AGM; or
  - (ii) the proxy attends the AGM but does not vote on the resolution.

#### 1. Introduction

These Explanatory Notes form part of the Notice of Annual General Meeting of BWX and have been prepared to provide the shareholders of BWX with information in connection with the Annual General Meeting of the Company to be held at the offices of the Minter Ellison at Level 23, Rialto Towers, 525 Collins Street, Melbourne, Victoria on 18 October 2016 at 3:30pm (Eastern Standard Time). Terms defined in the Explanatory Notes have the same meaning where used in this Notice of Annual General Meeting.

The purpose of these Explanatory Notes is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the resolutions. At the Annual General Meeting, Shareholders will be asked to consider resolutions approving:

- 1. the re-election of Mr Denis Shelley as a Director;
- 2. the re-election of Mr Aaron Finlay as a Director;
- 3. the issue of Shares on the acquisition of the Lightning Business; and
- the Remuneration Report.

The resolutions are ordinary resolutions requiring them to be passed by a simple majority of votes cast by Shareholders entitled to vote on the resolutions. Further information regarding the resolutions is set out below.

These Explanatory Notes are important and should be read in their entirety by all Shareholders.

# 2. Financial Statements and reports

At the Annual General Meeting, Shareholders will be given an opportunity to ask questions and comment on the Directors' Report, Financial Statements and Independent Auditor's Report for the financial year ended 30 June 2016. No resolution will be required to be passed on this matter.

Shareholders, who have elected not to receive a hard copy of the Company's 2016 Annual Report, can view or download a copy from the Company's website at www.bwxltd.com.

## 3. Resolution 1 – Re-election of Mr Denis Shelley as a Director

Resolution 1 seeks approval for the re-election of Mr Denis Shelley as a Director with effect from the end of the Annual General Meeting.

The Board appointed Mr Denis Shelley as a Director on 15 July 2013. Mr Shelley is Chairman of the Board.

Mr Shelley is an experienced marketer, senior executive and CEO with more than 30 years' experience across a number of leading multinational companies including Sterling Winthrop, Reckitt & Colman and a 14-year international CEO career with Sara Lee Corporation (1992-2006).

Mr Shelley has a broad industry background in FMCG, direct selling, intimate apparel and manufacturing operations. Mr Shelley has experience in managing and building a

broad range of consumer brands spanning pharmaceuticals, health and beauty, personal-care, intimate apparel and household products. Positions held include various brand management and marketing director roles such as Group Marketing Director Reckitt & Colman South Africa, CEO Sara Lee South Africa, CEO Sara Lee Household & Body Care Australia and President of Nutrimetics Australia.

Additionally, Mr Shelley also held the position of Group Chairman of Sara Lee Australia (1996-2006) and as a result brings considerable experience in the many areas of corporate governance to BWX. He holds a Bachelor of Psychology and a Bachelor of Education and is a qualified teacher.

The Directors (excluding Mr Denis Shelley) recommend that Shareholders vote in favour of resolution 1.

# 4. Resolution 2 – Re-election of Mr Aaron Finlay as a Director

Resolution 2 seeks approval for the election of Mr Aaron Finlay as a Director with effect from the end of the Annual General Meeting.

Mr Finlay became a director of the Company on its incorporation on 26 April 2013.

Mr Finlay is a Chartered Accountant and Chartered Company Secretary with over 25 years' experience in the accounting and finance profession, with experience in a range of industries, as well as in cross-border mergers and acquisitions and corporate finance.

Mr Finlay has held a number of executive and director roles for ASX and NASDAQ listed companies, including most recently Cleveland Mining Company Limited, a gold-focused mining company based in Brazil (ASX:CDG), Mayne Pharma Group Limited, a specialty pharmaceutical company with which he was instrumental in the acquisition of Mayne Pharmaceuticals International Pty Ltd in 2009 (ASX:MYX), pSivida Corp, an ASX, Frankfurt and NASDAQ listed bio-nanotechnology company (NASDAQ:PSDV), and ETW Corporation Limited, now Alexium International Limited, a specialty chemicals technology company based in the US (ASX:AJX).

Previously Mr Finlay was INVESCO Australia's Chief Financial Officer after holding the position as Head of Group Tax & Treasury for INVESCO's global operations in London. Prior to joining INVESCO, Mr Finlay worked for PricewaterhouseCoopers (then Price Waterhouse) in London and Perth, Australia for seven years.

The Directors (excluding Mr Aaron Finlay) recommend that Shareholders vote in favour of resolution 2.

### 5. Resolution 3 – Ratification of Issues of Shares

# Background

ASX Listing Rule 7.1 imposes a limit on the number of equity securities (including ordinary shares) that a company can issue or agree to issue without shareholder approval. Generally, a company may not, without shareholder approval, issue in any 12 month period, a number of equity securities which is more than 15% of the number of fully paid ordinary shares on issue 12 months before the issue.

The number of equity securities that may be issued by a company under ASX Listing Rule 7.1 without shareholder approval is not impacted by equity securities which are issued under an exception contained in ASX Listing Rule 7.2 or which have received shareholder approval. ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without shareholder approval under ASX Listing Rule 7.1 is

treated as having been made with approval, if the issue did not breach ASX Listing Rule 7.1 when made and the company's shareholders subsequently approve it.

The Board has decided to seek shareholder approval under ASX Listing Rule 7.4 in respect of the Company's initial issue of Shares to the Vendors of the Lightning Business, as further described below.

## Lightning Business

Products manufactured by BWX Ltd are distributed domestically by a number of independent state based distributors each serving an allocated territory. The largest of these territories, being New South Wales, Victoria and Tasmania, accounts for in excess of 50% of domestic sales and is serviced by Lightning Distribution.

In order to secure the Company's distribution in this territory, the Company acquired the business of Lightning Brokers (now Lightning Distribution) on 31 March 2016 as announced to ASX on 26 February 2016. The acquisition, when combined with the Company's direct accounts, gives the Company direct control of the distribution of over 75% of its domestic sales, more direct control over the representation of the Sukin brand at the retail store level, and provides a clear path to market for future brand developments. The business of Lightning Distribution has been reconfigured into two distinct functions, being Sales and Distribution. This recently implemented division of responsibilities within Lightning Distribution, is expected to result in greater clarity for the BWX sales teams and a much clearer communication of key brand messages throughout the retail trade. The acquisition further enhances BWX's vertically integrated business model.

The purchase price of \$11 million, which included approximately \$3.265 million in working capital, with an adjustment for any change in working capital at completion, was payable by the Company to the Vendors as follows:

- (a) \$5,250,000 on Completion, payable to the Vendors in cash;
- (b) \$3,750,000 on Completion, to be satisfied by the issue of 930,752 shares in BWX at a price of \$4.029, being the 30 day VWAP immediately prior to the date of execution of the sale and purchase agreement;
- (c) deferred consideration equal to \$1,000,000, to be satisfied by the issue of shares in BWX at a price per share equal to the 30 day VWAP immediately prior to the date of issue, payable by 30 September 2016 to the Vendors and/or their nominees where the Lightning Business recognises EBITDA greater than \$2,250,000 for the financial year ending 30 June 2016; and
- (d) additional deferred consideration equal to \$1,000,000, to be satisfied by the issue of shares in BWX at a price equal to the 30 day VWAP immediately prior to the date of issue, payable by 30 September 2016 to the Vendors and/or their nominees where the Lightning Business recognises EBITDA greater than \$3,000,000 for the financial year ending 30 June 2016.

It has been determined that the Vendors qualified for the deferred consideration referred to in paragraph (c) above but not the additional deferred consideration in paragraph (d) above as the Lightning Business recognised EBITDA greater than \$2,250,000 but less than \$3,000,000 for the financial year ending 30 June 2016.

Shares in respect of the deferred consideration are to be issued to the Vendors of the Lightning Business after the date of the Notice of Meeting but prior to the date of the Annual General Meeting. The expected date of the issue of the Shares is 29 September 2016.

All Shares issued will be subject to voluntary escrow for the period ending 30 June 2017.

Resolution 3 seeks shareholder approval under Listing Rule 7.4 to ratify the initial issue of 930,752 Shares in the Company to the Vendors as part consideration for the acquisition of the Lightning Business. These are the Shares referred to in paragraph (b) above.

The effect of such ratification will be that the issue of these Shares will not be counted as reducing the number of securities which the Company can issue in the future without shareholder approval under the 15% limit imposed by Listing Rule 7.1 (i.e. the 15% limit is "renewed" to the extent of the ratification).

The Directors recommend that Shareholders vote in favour of Resolution 3.

## 6. Resolution 4 – Remuneration Report

Pursuant to section 250R(2) of the Corporations Act 2001, a resolution adopting the Remuneration Report contained within the Directors' Report must be put to the vote.

Shareholders are advised that pursuant to section 250R(3) of the Corporations Act, this resolution is advisory only and does not bind the directors or the Company.

However, under the Corporations Act, if at least 25% of the votes cast on the resolution at the AGM are against adoption of the report, then:

- if comments are made on the report at the AGM, the Company's Remuneration Report for the financial year ending 30 June 2017 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this: and
- if, at the Company's 2017 AGM, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting (Spill Meeting) be called to consider the election of directors of the Company (Spill Resolution). The Spill Meeting must be held within 90 days of the date of the 2017 AGM. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report is set out within the Directors' Report of the Company's 2016 Annual Report. The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of directors and KMP of the Company;
- sets out remuneration details for each director and KMP of the Company;
- details and explains any performance conditions applicable to the remuneration of executive directors and KMP of the Company; and
- provides an explanation of share based compensation payments for each director and KMP of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Noting that each Director has a personal interest in their own remuneration as described in the Remuneration Report, each of the Directors recommends the Remuneration Report to Shareholders for adoption.

### 7. Definitions

**AGM** means Annual General Meeting.

**ASX** means ASX Limited or the financial market operated by it known as the Australian Securities Exchange.

Board means the board of directors of the Company.

Closely Related Party means any of the following:

- (a) a spouse, child or dependant of the member;
- (b) a child or dependant of the member's spouse;
- (c) anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- (d) a company the member controls; or
- (e) a person prescribed by regulations (as at the date of this notice, no additional persons have been prescribed by regulation).

Company means BWX Limited ACN 163 488 631.

Corporations Act means the Corporations Act 2001.

**Director** means a director of the Company.

**Key Management Personnel** or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Key Management Personnel include Directors and certain senior executives.

**Lightning Business** means the business of sales broking and distributing conducted by Lightning Brokers Pty Ltd, Vic-Pharm Pty Ltd and Niche Brands Australia Pty Ltd, (collectively the Vendors) acquired by the Company under the Asset Sale Agreement dated 25 February 2016.

**Shareholder** means the registered holder of at least one Share.

**Shares** means fully paid ordinary shares in the capital of the Company.

**Vendors** means Lightning Brokers Pty Ltd, Vic-Pharm Pty Ltd and Niche Brands Australia Pty Ltd.

**VWAP** means volume weighted average price.



### **LODGE YOUR VOTE**

ONLINE

www.linkmarketservices.com.au

BY

BY MAIL

BWX Limited C/- Link Market Services Limited Locked Bag A14

Locked Bag A14 Sydney South NSW 1235 Australia

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BY FAX

+61 2 9287 0309



**BY HAND** 

Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138



**ALL ENQUIRIES TO** 

Telephone: +61 1300 554 474



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# **PROXY FORM**

I/We being a member(s) of BWX Limited and entitled to attend and vote hereby appoint:

#### APPOINT A PROXY

the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 3:30pm on Tuesday, 18 October 2016 at Minter Ellison, Level 23, Rialto Towers, 525 Collins Street, Melbourne, Victoria (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolution 5:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 5, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### **VOTING DIRECTIONS**

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an  $\boxtimes$ 

	R	esolutions	For	Against Abstain*			For	Against Abstain*
2	1	Re-election of Mr Denis Shelley as a Director			5	Adoption of the Remuneration Report		
STEP	2	Re-election of Mr Aaron Finlay as a Director						
<b>9</b> 7)	3	Ratification of Prior Issue of Shares						
	4	Ratification of Further Issue of Shares						

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and yo votes will not be counted in computing the required majority on a poll.
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### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



### **HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM**

#### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

#### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

#### **DEFAULT TO CHAIRMAN OF THE MEETING**

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

#### **VOTES ON ITEMS OF BUSINESS - PROXY APPOINTMENT**

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

# **CORPORATE REPRESENTATIVES**

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

#### **LODGEMENT OF A PROXY FORM**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:30pm on Sunday**, **16 October 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### **ONLINE**

#### www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### **BY MAIL**

BWX Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



#### BY FAX

+61 2 9287 0309



#### **BY HAND**

delivering it to Link Market Services Limited\*
1A Homebush Bay Drive
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am-5:00pm)