Employee Stock Ownership Plan (ESOP)

Owner's Manual

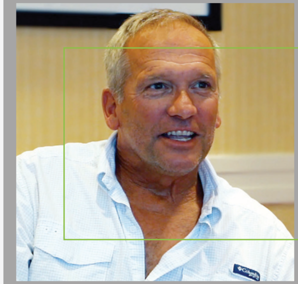
Hello, owner!

That's right. You are an owner of the company. We all are. And along with ownership comes responsibility. It's up to us to understand how the employee stock ownership plan (ESOP) benefits us and how we can keep the company healthy and strong. This ESOP Owner's Manual will help you do that.

First, a little background.

In 1966, A. Beecher Greenman and Bert Pedersen launched a multi-disciplined engineering company with a mission of providing professional services with an exceptional commitment to quality. Over fifty years later, more than 1,500 GPI employees maintain that commitment and infuse it into every aspect of the business.

The current ESOP began in 2002 as a way to address ownership transition. The company founders had both retired and wanted to preserve the legacy of GPI while rewarding their employees. Over the next 4 years, all shareholders sold their ownership to the company, with the final purchase occurring in 2006, at which time the company became 100% employee-owned.



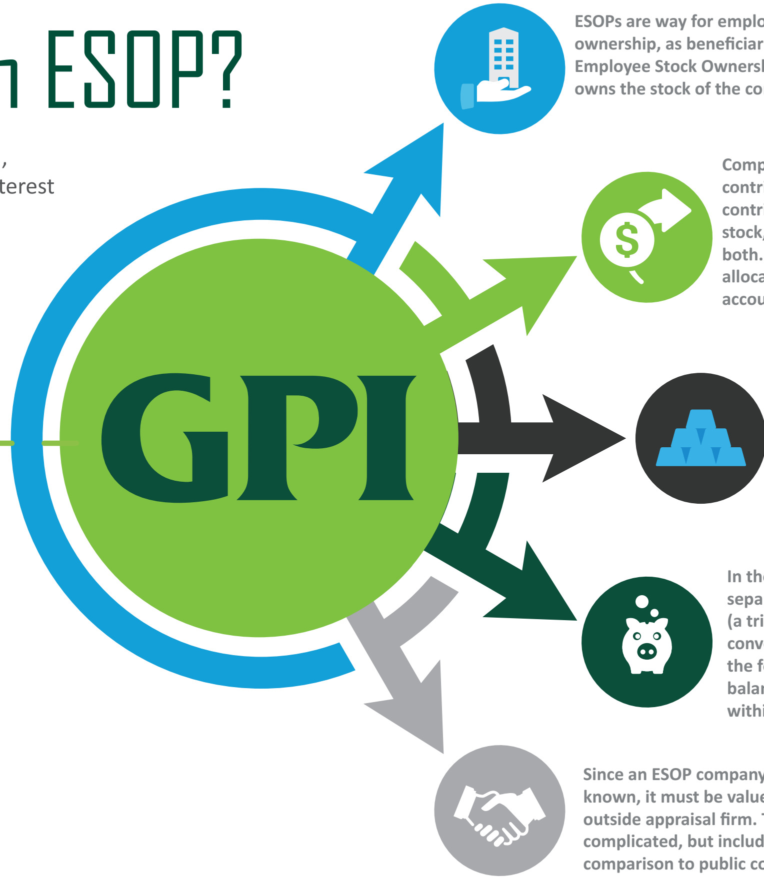
"As an employee-owned company, every employee is a stakeholder with a vested interest in its success. This incentive facilitates a fully collaborative approach to delivering services leading to successful projects and satisfied clients. - Steve Greenman"

Chairman of the Board

What exactly is an ESOP?

An ESOP is an ERISA-governed qualified retirement plan, which provides employees the benefits of ownership interest in the Company.

Here are a few key points on how ESOPs work.



ESOPs are way for employees to share in the ownership, as beneficiaries of a trust (GPI Employee Stock Ownership Trust “ESOT”), which owns the stock of the company.

Companies make tax-deductible contributions to the ESOP. ESOP contributions can be in company stock, cash or a combination of both. Contributions are then allocated to each participant’s account based on a formula.

Each year, the ESOP allocates the contribution to eligible participants, giving employees an increasing ownership stake as they gain seniority.

In the event a participant separates from the company (a triggering event), the ESOP will convert the shares and distribute the former employee’s account balance in the form of cash within a period of 6 years.

Since an ESOP company’s value is not readily known, it must be valued each year by an outside appraisal firm. Their formula is complicated, but includes 3 aspects: the comparison to public companies; actual transactions; and company projections.

What employee ownership means.

Although you may not think so, your role as an owner is extremely important. Many other companies have a retirement plan, but an ESOP means that YOU directly affect the success of the company that YOU “own”. While your actions affect the profitability and, ultimately, the appraised value of the company, an equally important aspect is that your actions will impact whether we: attract and retain quality staff; ensure a quality product; make a client satisfied; and manage our risk. When you take employee ownership seriously, the company does well... and so do YOU.

Not all ESOPs are alike.

No surprise, we’re a little different. Some ESOP’s simply see employee ownership as a financial benefit, but around here, we see it as an unparalleled way that everyone can have a positive impact on making the company the best place to work. We all have skin in the game, which can be a powerful motivator. It inspires intense collaboration, a vibrant work environment, and a big team of individuals who are all looking for ways to make the company better. Through smarter processes, we foster better teamwork, culminating in stronger quantitative and qualitative results.

How YOU affect value at GPI:

- You help generate new business and win new clients
- You spot new revenue opportunities with existing clients
- You help improve our processes in order to reduce expenses
- You make sure your invoicing is on time and accurate
- You act as a good financial steward

How the ESOP works

At GPI, employees are our greatest asset. Your talent. Your commitment. You're the reason our clients want to work with us. As employee owners, we all have rights and responsibilities, and we take them seriously.

Roles, responsibilities, and benefits of ownership.

Ownership versus management

We're all owners, but we aren't all part of management. Management is a functional position; Ownership is a stakeholder position. The Management Team accumulates input from many sources to develop the plan for the future and, together, we all 'do our part' to get there.

Control versus participation

Stock ownership in an ESOP is more meaningful than owning stock in a large publicly-traded company because in an ESOP, you participate in making the stock more valuable. Unlike shareholders of Coca-Cola or Apple who have no participation, everything you do at GPI can positively or negatively affect the value of the company.

Benefits of the long term

In many cases, retirement is a long way off and you may not see the benefits of your ESOP account immediately. Your account balance is affected by company contributions, changes in the company's stock value, investment market performance and other non-vested employee forfeitures. Over time, your account balance will increase more rapidly. Additionally, the ESOP is a 'non-contributory' retirement plan, which means that your retirement account grows and you don't have to contribute anything to it.

"An ESOP is very different from other types of employer retirement plans. The main difference: when your actions positively affect the value of the company, you benefit directly from it because the value of your shares goes up. - *Michael Buoncore*

Executive Vice President/CFO"

Hands up...

Q&A

How do I get into the ESOP?

Eligible employees are those employees who are full time, part time, or seasonal employees who are at least 21 years old and have completed one year of eligibility service as defined by the plan.

How are shares allocated to participants' accounts?

Each year, the Board of Directors approves a contribution to the plan, based on the company's performance. The contribution is divided into two equal amounts. One half is allocated based on your 'years of service' as a percentage of the total 'years of service' of all participants. The other half is allocated based on your eligible salary as a percentage of the total eligible salaries of all participants. The sum of these two components is the total amount of the current year contribution allocated to your account.

Can I contribute my own money to the ESOP?

No, the plan does not allow for individual employee contributions to the GPI ESOP.

So, am I a shareholder?

Technically, no. The GPI Employee Stock Ownership Trust (ESOT) is the legal owner of all the ESOP's investments, that's why you get a statement showing your account balance and not stock certificates. However, you are an owner and are affected by the success and failure of the company.

How do I find out my ESOP account balance?

Each year, you will receive a statement of your account balance as of December 31st (the plan year-end). You should receive your statement in the summer of the following year.

> The ESOP inspires a sense of belonging, accountability, and motivates employees to think about how their daily decisions impact the long-term progress of the company.
>
> \- Patrick Kenneally
> President/CEO

What does "vesting" mean with regards to the ESOP?

Vesting measures the percentage of your ownership and is based on years of service.

Can I borrow money out of my ESOP account?

No. Unlike the 401k plan, you cannot borrow money from your ESOP account.

When do I start getting my money?

Generally, you will begin to receive distributions from your account in the sixth year after termination of employment. There are special accelerated provisions in the event of death, total disability, retirement, or divorce, as defined by the ESOP.

How can I learn more about my ESOP benefit?

Please refer to the ESOP Summary, available in the Human Resources section of the intranet.

Glossary

Distribution Cash payments made upon separation from the company for reasons of death/disability, retirement, divorce, or termination.

ESOP Employee Stock Ownership Plan is an employee benefit plan known as a defined contribution plan. The ESOP governs who is eligible, when they join, how contributions are allocated, the vesting schedule, what triggers a distribution, and how and when distributions are paid.

ESOT The Employee Stock Ownership Trust is the legal owner of all the assets (company stock & other investments) of the ESOP.

Privately held Refers to a corporation where stock is not traded on a recognized stock market.

Shares A share (share of stock) is how a company divides up the ownership of the company. It represents a claim on the assets and earnings of the company.

Share Value The company's value is divided by the number of outstanding shares to determine the share value.

Valuation This refers to the company's value as determined by an independent firm. Many things affect value, including revenue and income assumptions of future growth.

Vesting Process by which ESOP participants earn non- forfeitable rights to shares allocated to them. Vesting percent increases over time and participants become fully vested after their 5th year of service.

Year of Service A year of service is when an employee works 1,000 hours or more in a plan (calendar) year.