

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, NEW BRUNSWICK AND NOVA SCOTIA

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS

AND

GETRONICS N.V.

DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Nova Scotia and New Brunswick (the "Jurisdictions") has received an application from Getronics N.V. (the "Issuer") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the requirements contained in the Legislation to be registered to trade in a security (the "Registration Requirement") and to file a preliminary prospectus and a prospectus, and to obtain receipts therefor (the "Prospectus Requirement") shall not apply to intended trades in ordinary shares or depository receipts for ordinary shares (collectively the "Shares") of the Issuer distributed to and purchased by certain employees of the Issuer and Getronics Canada Inc ("Getronics Canada") resident in Canada (the "Employees") under The Getronics Global Share Plan (the "Plan").

AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), The Manitoba Securities Commission is the principal regulator for this application;

AND WHEREAS Getronics has represented to the Decision Maker as follows:

1. The Issuer is a multinational, publicly held corporation incorporated under the laws of the Netherlands. The Issuer was incorporated on July 4, 1983.
2. The principal place of business of the Issuer is located at Donauweg 10, 1034AJ Amsterdam, The Netherlands.
3. Getronics Canada is a wholly owned subsidiary of the Issuer. Its head office is located at 150 Middlefield Road, Scarborough, Ontario, Canada M1S 4L6. In addition, Getronics Canada has offices in Calgary, Dartmouth, Edmonton, Kitchener, London, Moncton, Montreal, Oakville, Ottawa, Quebec City, Sherbrooke, Sudbury, Toronto, Vancouver, Victoria, Windsor and Winnipeg.
4. As of March 2000, the authorized and issued share capital of the Issuer is 140,000,000 Dutch guilders (NLG) divided into 560,000,000 shares.

Type of Share	Authorized Capital in NLG
254,600,000 ordinary shares	63,650,000
280,000,000 preferred shares	70,000,000
7,600,000 cumulative preferred shares A	1,900,000
7,600,000 cumulative preferred shares B	1,900,000
7,600,000 cumulative preferred shares C	1,900,000
1,300,000 cumulative preferred shares D	325,000
1,300,000 cumulative preferred shares E	325,000

5. The share capital issued and outstanding of the Issuer is as follows:

- (a) 342,634,953 ordinary shares;
- (b) 21,950,000 cumulative preference shares; and
- (c) nil preference shares.

As of May 9, 2000, the nominal value of ordinary shares changed to 0.04 Euros and the Issuer had a share split of 1:3 (ordinary shares only). The nominal value of each cumulative preference share changed to 0.12 Euros.

6. The ordinary shares of the Issuer are listed for trading on the Amsterdam Stock Exchange (the "AEX") under no. 35594.

7. The Issuer directly or indirectly owns all of the issued and outstanding shares of Getronics Canada which is incorporated under the laws of Ontario.

8. Neither the Issuer nor Getronics Canada is a reporting issuer or equivalent under the Legislation, nor are any securities of the Issuer or Getronics Canada listed on any stock exchange in Canada. Neither the Issuer nor Getronics Canada have any present intention of becoming a reporting issuer or equivalent in any Canadian jurisdiction. The Issuer is subject to the reporting requirements of the Dutch Civil Code.

9. There is presently no market for the Shares in Canada and no such market is expected to develop.

10. On May 5, 2000, the Plan was adopted by the Issuer's board of management, with the approval of the Issuer's supervisory board, in order to provide a means for eligible employees to purchase Shares and participate in the financial success of the Issuer.

11. The Plan will be administered by the Issuer through its board of management. The board of management appointed Mourant & Co Capital Trustees, 4th Floor, 35 New Bridge Street, Blackfriars London EC4V 6BW as the administrator of the Plan (the "Administrator").

12. The Administrator is regulated by the Investment Management Regulatory Organization ("IMRO") and authorized to carry out investment business, such as the administration of the Plan. The Administrator is also registered with the Financial Services Authority. The Administrator is not a registrant under the Legislation.

13. Employees are eligible to participate in the Plan if they are permanent employees of the Issuer or a subsidiary and remain so for any qualifying period, established by the Administrator in connection with the Plan.

14. There are approximately 384 eligible participants resident in Canada ("Canadian Participants") and approximately 27,300 eligible participants in the Plan worldwide. The distribution of the Canadian Participants within Canada is as follows:

Province	Number of Employees
British Columbia	14
Alberta	18
Saskatchewan	1
Manitoba	7
Ontario	278
Quebec	58
New Brunswick	2
Nova Scotia	6
Prince Edward Island	Nil
Newfoundland	Nil

15. Invitations to eligible employees to participate in the Plan are extended at the commencement of each purchase year. "Purchase year" is defined as the twelve month period established at the discretion of the Issuer during which the Shares are purchased by the Administrator, through open market purchases, on behalf of eligible employees.

16. The invitations to eligible employees will specify the following:

- (a) the maximum amount to be contributed (not in excess of the Maximum Yearly Amount, as defined below);
- (b) the intervals at which contributions may be made, and whether such contributions may be made as single contributions or at irregular intervals;
- (c) that applications to participate in the Plan in respect of that Purchase year may be scaled down by the Administrator; and
- (d) that contributions may be made by way of deductions from salary, bonuses or other employment income, unless otherwise permitted by the Administrator.

17. Employees will elect to participate in the Plan by completing an application form, which will be supplied to them by Getronics Canada. The employees will commit to make regular contributions from salary during the Purchase year.

18. The Administrator will hold all monies contributed by a Canadian Participant in an account (the "Purchase Account") established by the Administrator for that employee. The Administrator will in turn purchase the Shares on the open market on behalf of the employee at full market value, at such times as the Administrator selects, and will hold them on the employee's behalf in a Purchase Account for each Canadian Participant.

19. The maximum contribution any participating employee may make to the Plan in any given Purchase Year is the equivalent of 5000 Euros (the "Maximum Yearly Amount"). The Canadian dollar equivalent on June 13, 2000 is Cdn\$ 7,052.23.

20. Pursuant to the Plan, the Issuer will issue or direct the Administrator to purchase over the open market, for the account of each Canadian Participant, one Share for each ten Shares which the Canadian Participant purchases under the Plan (the "Matching Shares"). The purchase of the Matching Shares will be funded by Getronics Canada.

21. At the end of each Purchase year, any Shares held by the Administrator on behalf of a Canadian Participant in that Canadian Participant's Purchase Account will be transferred to a retention account. "Retention Account" means the account relating to the Retention year which will hold the Shares held on behalf of Canadian Participants at the end of the Purchase year.

22. At the end of twelve month period following a Purchase year (the "Retention Year", as defined in the Plan), provided that Shares remain in the Retention Account, the Canadian Participant is entitled to receive one Matching Share for each ten Shares a Canadian Participant acquired under the Plan in the Purchase year.

23. To the extent that dividends are paid on any Shares, the proceeds of such dividends will be automatically transferred to the Canadian Participant's Holding Account and so far as practicable, used to purchase additional Shares on behalf of the Canadian Participant (after taking account of any tax or similar liability in relation to the dividends) to be held in the Canadian Participant's Holding Account (the "DRIP").

24. Eligible Canadian Participants hold less than 5% of the outstanding ordinary shares of the Issuer and the number of eligible Canadian Participants holding ordinary shares of the Issuer is less than 5% of the total number of holders of the Issuer's ordinary shares.

25. Participation in the Plan by eligible Canadian Participants is entirely voluntary, and Canadian Participants will not be induced to participate in the Plan by expectation of employment or continued employment with the Issuer or any of its subsidiaries.

26. Once a Canadian Participant obtains Shares by virtue of the operation of the Plan, he or she will receive, as appropriate, all materials which are distributed to holders of the Issuer's ordinary shares generally.

27. A prospectus in respect of the Shares will not be filed in Canada, however, Canadian Participants will receive copies of the Issuer's annual report, interim reports and other ongoing disclosure documents when such documents are sent to holders of the Issuer's ordinary shares generally.

28. In Ontario and Alberta, but in no other jurisdiction, the Administrator proposes to rely upon statutory exemptions from the registration and prospectus requirements in the Legislation for any trades (including acts and furtherance of trades), it makes on behalf of the Issuer in connection with trades by the Issuer of Shares made with Canadian participants through the Administrator.

29. With respect to any acts of Getronics Canada and Canadian Participants pursuant to the Plan which are in furtherance of such trade, Getronics Canada and Canadian Participants are not able to rely upon exemptions in the Legislation from the registration and prospectus requirements which would be available if it were an issuer of the Shares.

30. With respect to any trades in the Shares made by the Issuer with any Canadian participant pursuant to the Plan, the Issuer proposes to rely upon exemptions from the registration and prospectus requirements in each Jurisdiction, other than New Brunswick, in which cases, the first trade in any Shares acquired by Canadian Participants will be deemed to be a distribution and, therefore, subject to the prospectus requirements in the Legislation, unless, at the time of first trade, the Issuer is a reporting issuer and certain other conditions are satisfied, or, the trade is made pursuant to an exemption from the prospectus requirement which is otherwise provided for in the Legislation, including an order, ruling or rule of the corresponding Decision Maker.

31. All sales of Shares made on behalf of Participants under the Plan will be made through the facilities of, and in accordance with the rules of, the AEX and through the Administrator or another entity registered as a broker registered to trade on the AEX.

AND WHEREAS pursuant to the System this MRRS Decision Document evidences the decision of each Decision Maker (collectively the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision is met;

The Decision of the Decision Makers under the Legislation is that:

(a) the Registration Requirement and Prospectus Requirement shall not apply to intended trades in Matching Shares;

(b) the Registration Requirement shall not apply to:

(i) the intended trades by Canadian Participants through the Administrator in Shares acquired under the Plan; or

(ii) acts in furtherance of trades pursuant to the Plan by Getronics Canada; and

(c) any intended trade in Matching Shares by Canadian Participants under the Plan is a subject to the Prospectus Requirement unless the trade is executed through the facilities of a stock exchange or organized market outside of Canada in accordance with all the laws and rules applicable to such stock exchange or organized market.

DATED at Winnipeg, Manitoba this "21st" day of August, 2000.

Director - Legal