

21 October 2016

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

I am pleased to invite you to attend the PTB Group Limited's 2016 Annual General Meeting. The meeting will be held at PTB's premises at 22 Orient Ave Pinkenba Qld, on Wednesday, 23 November 2016 at 1 pm.

The enclosed Notice of Annual General Meeting sets out the business to be dealt with at the meeting. Further information on the proposed resolutions is included in the enclosed Explanatory Memorandum.

We look forward to meeting you again and having the opportunity to outline the 2016 result and future plans. We have enclosed a Question Form and encourage you to forward any questions on the annual report to the Company Secretary in writing prior to the meeting in order to facilitate a comprehensive response.

If you are unable to attend the meeting, I ask that you complete a proxy form by the required time and date. Personalised proxy forms will be mailed or e-mailed to each shareholder and will allow proxies to be completed either online, by mail, by fax, or lodged in person. A generic version of the proxy form is attached as an example only. Please do not return this version of the form as it does not include your identification details.

Yours sincerely



Harvey Parker

Chairman

Notice of annual general meeting and explanatory memorandum – 2016

PTB Group Limited ACN 098 390 991

Definitions

A number of capitalised terms are used throughout this notice of annual general meeting and explanatory memorandum. Except to the extent the context otherwise requires:

Term	Definition
ASIC	means Australian Securities & Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of Directors of the Company.
Chairman	means the chairman of the Company.
Company or PTB	means PTB Group Limited ACN 098 390 991.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice.
KMP	means key management personnel as defined in the Corporations Act.
Listing Rules	means the listing rules of ASX.
Notice	means this notice of annual general meeting.
Shares	means a share in the capital of the Company, the terms of which are contained in the constitution of the Company.
Shareholders	means the registered holders of Shares in the Company.

Notice of annual general meeting

PTB Group Limited ACN 098 390 991

Notice is given that the annual general meeting of PTB Group Limited ACN 098 390 991 (**Company**) will be held at:

Location	PTB Brisbane , 22 Orient Avenue, Pinkenba, Queensland 4008
Date	Wednesday, 23 November 2016
Time	1.00pm (Brisbane time)

Registration will commence at 12.45pm and light refreshments will be available after the meeting.

Ordinary business

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the Directors and the auditor for the financial year ended 30 June 2016.

Resolution 1 – Adoption of remuneration report

To consider and, if in favour, to pass the following resolution under section 250R(2) Corporations Act:

*'That the section of the report of the Directors for the financial year ended 30 June 2016 dealing with the remuneration of the Directors and other key management personnel (**KMP**) be adopted.'*

Note: This resolution will be decided as if it were an ordinary resolution, but under section 250R(3) Corporations Act the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting restriction:

- (a) KMP whose remuneration details are contained in the remuneration report (and their closely related parties) are restricted from voting on this resolution (in any capacity) under section 250R(4) Corporations Act.
- (b) However, a person described in paragraph (a) may cast a vote on this resolution as a proxy if the vote is not cast on behalf of a person described in paragraph (a) and either:
 - (i) the proxy appointment specifies the way the proxy is to vote on the resolution; or
 - (ii) the proxy appointment does not specify the way the proxy is to vote on the resolution, the proxy is the chair of the meeting and the proxy appointment expressly authorises the chair to vote undirected proxies on the resolution even if it is connected directly or indirectly with the remuneration of a member of the KMP.
- (c) The Chairman intends to vote all undirected proxies in favour of Resolution 1. If you intend to appoint a member of the KMP (such as one of the directors) as your proxy, please ensure that you direct them how to vote on Resolution 1.

Resolution 2 – Re-election of Mr Andrew Kemp as Director

To consider and, if in favour, to pass the following as an ordinary resolution:

'That Mr Andrew Kemp, who retires by rotation under rule 16.1 of the Company's constitution, and being eligible, be re-elected as a Director.'

Note: Information about the candidate appears in the Explanatory Memorandum.

Resolution 3 – Election of Mr Stephen Smith as Director

To consider and, if in favour, to pass the following as an ordinary resolution:

'That Mr Stephen Smith, who was appointed as a Director by the Board on 23 May 2016 and whose appointment expires at the Meeting, and being eligible, be elected as a Director.'

Note: Information about the candidate appears in the Explanatory Memorandum.

Special business

Resolution 4 – Renewal of proportional takeover provisions

To consider and, if in favour, to pass the following as a special resolution:

'That rule 27 of the Company's constitution requiring prior Shareholder approval for a proportional takeover of the Company be re-adopted and granted effect for a further period of three years from the date of this meeting, as detailed in the Explanatory Memorandum.'

General business

To consider any other business as may be lawfully put forward in accordance with the Company's constitution.

Dated: 21 October 2016

By order of the Board



Daniel Zgrajewski
Company Secretary

Notes:

- 1 The Company has determined under regulation 7.11.37 *Corporations Regulations 2001* (Cth) that for the purpose of voting at the meeting or an adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders at 7pm (Sydney time) on Monday, 21 November 2016.
- 2 A member who is entitled to vote at the meeting may appoint:
 - (a) one proxy if the member is only entitled to one vote; or
 - (b) one or two proxies if the member is entitled to more than one vote.
- 3 Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.
- 4 If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed proxy form. If you require an additional proxy form, the Company will supply it on request. The proxy form is an integral part of this Notice and both documents should be read together.

- 5 A proxy need not be a member of the Company.
- 6 A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.

Explanatory Memorandum

PTB Group Limited ACN 098 390 991

Introduction

- 1 This Explanatory Memorandum has been prepared for the Shareholders of the Company in conjunction with the Notice of Annual General Meeting of the Company to be held at the Company's Brisbane office at 22 Orient Avenue, Pinkenba, Queensland at 1.00pm (Brisbane time) on Wednesday, 23 November 2016.
- 2 All Shareholders should read this Explanatory Memorandum in full and if they have any questions, Shareholders should obtain professional advice before making any decisions in relation to the resolutions to be put to Shareholders at the annual general meeting.

Ordinary business

Financial statements and reports

- 3 The Corporations Act requires that the Directors' report, the auditor's report and the financial report be laid before the annual general meeting. In addition, the Company's constitution provides for these reports to be received and considered at the meeting.
- 4 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of Shareholders at the annual general meeting on the financial statements and reports. However Shareholders will be given reasonable opportunity at the meeting to raise questions with respect to these reports.
- 5 In addition to asking questions at the meeting, Shareholders may also submit written questions to the Chairman about the management of the Company or to the Company's auditor if the question is relevant to:
 - (a) the content of the audit report; or
 - (b) the conduct of its audit of the Company's annual report for the year ended 30 June 2016.

Note: Under section 250PA(1) Corporations Act a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

- 6 Any written questions may be submitted to the Company Secretary before 5.00pm on 16 November 2016 by email to dzgrajewski@pacificturbine.com.au, by fax, +61 7 3260 1180 or by post, PO Box 90, Pinkenba, Queensland 4008. A question form is attached to this Notice.
- 7 Copies of the questions to the auditor received, and any written answers that have been prepared, will be available at the meeting.

Resolution 1 – Adoption of remuneration report

- 8 Section 250R(2) Corporations Act requires that the section of the Directors' report dealing with the remuneration of each member of the KMP of the consolidated entity be put to Shareholders for adoption.
- 9 The resolution of Shareholders is not binding on the Directors or the Company. However, if more than 25% of the votes cast on this resolution are against the adoption of the remuneration report, the remuneration report for the following year must either address any comments received from Shareholders or explain why no action has been taken in response to those comments. If, at the following annual general meeting, the remuneration report is again voted against by 25% or more of votes cast, a 'spill resolution' will be put to Shareholders. If at least 50% of the votes cast are in favour of the 'spill resolution' a special meeting of the Company will be held within 90 days at which the Directors in office at the time of the second annual general meeting (excluding the managing director) must resign and stand for re-election.

- 10 The remuneration report is set out on pages 11 to 15 of the 2016 annual report distributed to Shareholders. The report:
- (a) sets out and explains the nature and level of remuneration paid to Directors and the Company Secretary and Chief Financial Officer who comprise the KMP of the consolidated entity for the year ended 30 June 2016;
 - (b) discusses the link between the Board's policies and the Company's performance; and
 - (c) makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.
- 11 A reasonable opportunity will be provided to ask questions about, or make comments on, the remuneration report at the meeting.
- 12 The Directors unanimously recommend that Shareholders vote in favour of this resolution.

Resolution 2 – Re-election of Mr Andrew Kemp as Director

Background

- 13 Rule 16.1 of the Company's constitution requires that at every annual general meeting, one-third of the Directors (other than the managing director) must retire from office. Andrew Kemp retires by rotation in accordance with rule 16.1 of the Company's constitution, but being eligible, offers himself for re-election.
- 14 Andrew graduated in Commerce from the University of Melbourne and is a Chartered Accountant. After working for KPMG and Littlewoods Chartered Accountants in Melbourne and Sydney, he joined AIFC, the merchant banking affiliate of the ANZ Banking Group, in Sydney in 1978. From 1979 until 1985, Andrew was Queensland Manager of AIFC.
- 15 Andrew joined the North Queensland based Coutts Group as General Manager early in 1985, and continued with this group until January 1987 when he formed Huntington Group. Since 1980, Andrew has been involved in a range of listings, acquisitions and divestments. He has structured and implemented the ASX listing of eleven companies. He has also advised clients on a wide range of investments and divestments over the last 25 years.
- 16 Andrew is currently a Director of Silver Chef Limited (from April 2005). He was a director of G8 Education Limited (March 2011 to March 2015) and Trojan Equity Limited (May 2005 to March 2013).
- 17 Andrew is a member of the audit and remuneration committees of the Company.
- 18 The Directors (with Andrew Kemp abstaining) unanimously recommend that Shareholders vote in favour of this resolution.

Resolution 3 – Election of Mr Stephen Smith as Director

Background

- 19 The Board appointed Stephen Smith to the Board on 23 May 2016. In accordance with Rule 13.2 of the Company's constitution, Mr Smith is required to be put forward for election at the next General Meeting.
- 20 Stephen was a founding shareholder and Director of PTB Group Limited and has fulfilled a number of key roles within the company including Commercial Sales Manager and Director of Sales and Marketing. Through these roles, Stephen has been a key contributor to the strategic direction and growth of the company. Prior to his involvement with the company, Stephen had significant experience in the aviation industry as both a helicopter and fixed wing operator.
- 21 The Directors (with Stephen Smith abstaining) unanimously recommend that Shareholders vote in favour of this resolution.

Special business

Resolution 4 – Renewal of proportional takeover provisions

- 22 The Company's constitution has included for the past three years proportional takeover provisions (rule 27) which enabled the Company to refuse to register Shares acquired under a proportional takeover bid unless a resolution is passed by Shareholders in general meeting approving the offer. To remain effective, these provisions must be renewed by Shareholders in a general meeting every three years. In accordance with section 648G of the Corporations Act, these proportional takeover provisions cease to apply unless otherwise renewed. The existing proportional takeover provisions had a duration of three years from the 2013 annual general meeting, which has now expired.
- 23 The Company is therefore seeking Shareholder approval to re-adopt these provisions under the Corporations Act. The proposed proportional takeover provisions are identical to those renewed by Shareholders at the 2013 annual general meeting.
- 24 The Corporations Act requires the Company to provide Shareholders with an explanation of the proportional takeover provisions as set out below.

What is a proportional takeover bid?

- 25 A proportional takeover bid is a takeover offer sent to all Shareholders but only in respect of a specified proportion of each Shareholder's Shares. Accordingly, if a Shareholder accepts in full the offer under a proportional takeover bid, it will dispose of the specified proportion of its Shares in the Company and retain the balance.

Effect of renewal

- 26 If renewed, under rule 27 of the Company's constitution, in the event that a proportional takeover offer is made to Shareholders, the Directors will be required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover. That meeting must be held at least 15 days before the offer under the proportional takeover bid closes.
- 27 The resolution shall be taken to have been passed if a majority of votes that may be cast at the meeting, excluding any votes that may be cast by the bidder and its associates, are in favour of the resolution. If a meeting is not convened and a resolution is not voted on to approve the proportional takeover before the date that is 15 days before the end of the period during which the proportional takeover is open, the resolution will be deemed to have been passed.
- 28 Where the resolution approving the offer is passed or deemed to have been passed, transfers of Shares resulting from accepting the offer will be registered (subject to compliance with the Company's constitution). If the resolution is rejected, then the offer is deemed to be withdrawn.

Reasons for proposing the resolution

- 29 The Directors consider that Shareholders should have the opportunity to renew rule 27 of the Company's constitution. Without rule 27, a proportional takeover bid for the Company may enable effective control of the Company to be acquired without Shareholders having the opportunity to dispose of all of their Shares to the bidder. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their Shares whilst leaving themselves as part of a minority interest in the Company.
- 30 Without rule 27, if there was a proportional takeover bid and Shareholders considered that control of the Company was likely to pass, Shareholders would be placed under pressure to accept the offer even if they did not want control of the Company to pass to the bidder. Renewing rule 27 of the Company's constitution will make this situation less likely by permitting Shareholders to decide whether a proportional takeover bid should be permitted to proceed.

No knowledge of present acquisition proposals

- 31 As at the date of this notice, no Director is aware of a proposal by any person to acquire or increase the extent of a substantial interest in the Company.

Potential advantages and disadvantages

- 32 The renewal of rule 27 will enable the Directors to formally ascertain the views of Shareholders in respect of a proportional takeover bid. Without these provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that renewal of rule 27 has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a proportional takeover offer should be accepted.
- 33 The Directors consider that renewing rule 27 will benefit all Shareholders in that they will have an opportunity to consider a proportional takeover bid and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders will be able to prevent a proportional takeover bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass under the proportional takeover bid. Furthermore, knowing the view of Shareholders assists each individual Shareholder assessing the likely outcome of the proportional takeover bid and whether to accept or reject that bid.
- 34 As to the possible disadvantages to Shareholders renewing rule 27, it may be argued that the proposal makes a proportional takeover bid more difficult and that such proportional takeover bids will therefore be discouraged. This may reduce the opportunities which Shareholders may have to sell all or some of their Shares at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's Share price. Rule 27 may also be considered an additional restriction on the ability of individual Shareholders to deal freely in their Shares.
- 35 The Directors consider that there are no other advantages and disadvantages for Directors and Shareholders which arose during the period during which the proportional takeover approval provisions have been in effect, other than those discussed in this section.
- 36 On balance, the Directors consider that the possible advantages outweigh the possible disadvantages such that the renewal of rule 27 is in the interests of Shareholders.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of this resolution.

PTB GROUP LIMITED - 2016 ANNUAL GENERAL MEETING
QUESTIONS FROM SHAREHOLDERS

The Board welcomes Shareholder questions and comments on any Shareholder matters relevant to the business of the meeting.

We encourage you to submit your questions as early as possible to allow sufficient time for comprehensive answers to be prepared.

Please use this form to submit questions to the Board or the Company's auditor and return it to the Company Secretary, Daniel Zgrajewski on or before 16 November 2016 by post to PO Box 90, Pinkenba, QLD 4008, by facsimile to +61 7 3260 1180 or by e-mail to dzgrajewski@pacificturbine.com.au.

The Board will endeavour to address as many as possible of the more frequently raised shareholder matters during the course of the AGM. However, if a topic is not addressed at the meeting, an individual response will be sent to you.

Shareholder's Name:

Address:

Security Reference (SRN) or Holder Identification Number (HIN):

Question(s):

1.

2.

3.



PTB GROUP LIMITED

ABN 99 098 390 991

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

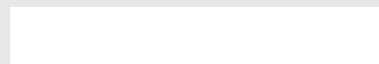
I/We being a member(s) of PTB Group Limited and entitled to attend and vote hereby appoint:

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 **1:00pm (Brisbane time) on Wednesday, 23 November 2016 at PTB Brisbane, 22 Orient Avenue, Pinkenba, Queensland (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: 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 1, 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 ☒

Resolutions

For Against Abstain*

1 Adoption of remuneration report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-election of Mr Andrew Kemp as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Election of Mr Stephen Smith as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Renewal of proportional takeover provisions

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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 your votes will not be counted in computing the required majority on a poll.

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, all shareholders must 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).

PTB PRX1601C

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, all shareholders must 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 **1:00pm (Brisbane time) on Monday, 21 November 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

PTB Group 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*
Level 12
680 George Street
Sydney NSW 2000

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

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**