

Notes to the Consolidated Financial Statements

23. SHARE CAPITAL

	2008	2007
Common share capital	\$ 133	\$ 133
Preferred shares, Series I	228	228
Preferred shares, Series III	196	196
Preferred shares, Series IV	197	197
Preferred shares, Series V	196	196
Share capital	\$ 950	\$ 950

Common Share Capital (authorized – unlimited)

The changes in the common shares issued and outstanding during the year were as follows:

	2008		2007	
	Number of Common Shares	Common Share Capital	Number of Common Shares	Common Share Capital
Issued and outstanding, beginning and end of year	129,074,526	\$ 133	129,074,526	\$ 133
Weighted average outstanding	129,074,526		129,074,526	

Preferred Shares, Series I (authorized – 10.0 million) (\$)

GWL has 9.4 million 5.80% non-voting Preferred Shares, Series I outstanding, with a face value of \$235 million, which entitle the holder to a fixed cumulative preferred cash dividend of \$1.45 per share per annum which will, if declared, be payable quarterly. On or after December 15, 2006, GWL may, at its option, redeem for cash, in whole or in part, these outstanding preferred shares as follows:

On or after December 15, 2006 at \$26.00 per share, together with all accrued and unpaid dividends to the redemption date;
 On or after December 15, 2007 at \$25.75 per share, together with all accrued and unpaid dividends to the redemption date;
 On or after December 15, 2008 at \$25.50 per share, together with all accrued and unpaid dividends to the redemption date;
 On or after December 15, 2009 at \$25.25 per share, together with all accrued and unpaid dividends to the redemption date; and
 On or after December 15, 2010 at \$25.00 per share, together with all accrued and unpaid dividends to the redemption date.

At any time after issuance, GWL may, at its option, give the holders of these preferred shares the right, at the option of the holder, to convert their preferred shares into preferred shares of a further series designated by GWL on a share-for-share basis on a date specified by GWL.

Preferred Shares, Series III (authorized – 10.0 million) (\$)

GWL has 8.0 million 5.20% non-voting Preferred Shares, Series III outstanding, with a face value of \$200 million, which entitle the holder to a fixed cumulative preferred cash dividend of \$1.30 per share per annum which will, if declared, be payable quarterly. On or after July 1, 2010, GWL may, at its option, redeem for cash, in whole or in part, these outstanding preferred shares as follows:

On or after July 1, 2010 at \$26.00 per share, together with all accrued and unpaid dividends to the redemption date;
 On or after July 1, 2011 at \$25.75 per share, together with all accrued and unpaid dividends to the redemption date;
 On or after July 1, 2012 at \$25.50 per share, together with all accrued and unpaid dividends to the redemption date;
 On or after July 1, 2013 at \$25.25 per share, together with all accrued and unpaid dividends to the redemption date; and
 On or after July 1, 2014 at \$25.00 per share, together with all accrued and unpaid dividends to the redemption date.

At any time after issuance, GWL may, at its option, give the holders of these preferred shares the right, at the option of the holder, to convert their preferred shares into preferred shares of a further series designated by GWL on a share-for-share basis on a date specified by GWL.

Preferred Shares, Series IV (authorized – 8.0 million) (\$)

GWL has 8.0 million 5.20% non-voting Preferred Shares, Series IV outstanding, with a face value of \$200 million, which entitle the holder to a fixed cumulative preferred cash dividend of \$1.30 per share per annum which will, if declared, be payable quarterly. On or after October 1, 2010, GWL may, at its option, redeem for cash, in whole or in part, these outstanding preferred shares as follows:

On or after October 1, 2010 at \$26.00 per share, together with all accrued and unpaid dividends to the redemption date;
On or after October 1, 2011 at \$25.75 per share, together with all accrued and unpaid dividends to the redemption date;
On or after October 1, 2012 at \$25.50 per share, together with all accrued and unpaid dividends to the redemption date;
On or after October 1, 2013 at \$25.25 per share, together with all accrued and unpaid dividends to the redemption date; and
On or after October 1, 2014 at \$25.00 per share, together with all accrued and unpaid dividends to the redemption date.

At any time after issuance, GWL may, at its option, give the holders of these preferred shares the right, at the option of the holder, to convert their preferred shares into preferred shares of a further series designated by GWL on a share-for-share basis on a date specified by GWL.

Preferred Shares, Series V (authorized – 8.0 million) (\$)

GWL has 8.0 million 4.75% non-voting Preferred Shares, Series V outstanding, with a face value of \$200 million, which entitle the holder to a fixed cumulative preferred cash dividend of \$1.1875 per share per annum which will, if declared, be payable quarterly. On or after July 1, 2011, GWL may, at its option, redeem for cash, in whole or in part, these outstanding preferred shares as follows:

On or after July 1, 2011 at \$26.00 per share, together with all accrued and unpaid dividends to the redemption date;
On or after July 1, 2012 at \$25.75 per share, together with all accrued and unpaid dividends to the redemption date;
On or after July 1, 2013 at \$25.50 per share, together with all accrued and unpaid dividends to the redemption date;
On or after July 1, 2014 at \$25.25 per share, together with all accrued and unpaid dividends to the redemption date; and
On or after July 1, 2015 at \$25.00 per share, together with all accrued and unpaid dividends to the redemption date.

At any time after issuance, GWL may, at its option, give the holders of these preferred shares the right, at the option of the holder, to convert their preferred shares into preferred shares of a further series designated by GWL on a share-for-share basis on a date specified by GWL.

Normal Course Issuer Bid (“NCIB”)

GWL intends to file a NCIB to purchase on the Toronto Stock Exchange or enter into equity derivatives to purchase up to 5% of its common shares outstanding. In accordance with the rules and by-laws of the Toronto Stock Exchange, GWL may purchase its shares at the then market price of such shares. GWL did not purchase any shares under its NCIB during 2008 or 2007.