

The 127th Annual Meeting and a Special General Meeting of Howard Mutual Insurance Company will be held at the Rudy Brown Rural Development Centre, Ridgetown Campus, University of Guelph on March 26, 2019 at 7:00 p.m.

For the Purposes of:

1. To receive the Annual Report for the year ending December 31, 2018;
2. To consider and if thought fit, to adopt, with such amendments as may be made at the Meeting, those amendments to the Company's By-law No. 2 (which By-law relates generally to the transaction of the business and affairs of the Company) passed by the Board of Directors on January 22, 2019. The amendments to sections 22, 23 and 25 which deal with qualifications and election of directors will not become effective until after confirmation by the Members at the Meeting. A summary of the amendments follows. A complete text of the By-law No. 2 showing the amendments is available for review by all members at the head office during regular business hours, or will be provided upon request.
3. To elect three Directors for a three (3) year term. Directors whose terms will expire are Rob McKinlay, Ken Scott and Janet Nauta, all of whom are eligible to be re-elected. The Nomination Committee has recommended and the Board has approved in accordance with the nomination procedures in By-law No. 2 Rob McKinlay, Ken Scott and Janet Nauta for election to the Board.
4. To elect one Director for a one (1) year term, to fill the vacancy on the Board created by the resignation of Sheila Young, which is effective at the commencement of the Annual and Special General Meeting. Heidi Wyma has given notice of her intention to seek election for this position, and the Nomination Committee has recommended and the Board has approved in accordance with the nomination procedures in By-law No. 2 Heidi Wyma for election to the Board.
5. To appoint auditors for the year.

Policyholders may obtain a copy of the Company's Annual Statement by:

- attending at the Head office of the Company during normal business hours
- contacting the Head office of the Company no later than 14 days prior to the Annual Meeting and requesting a copy be mailed to them
- viewing them on the Company's website at - [www.howardmutual.com](http://www.howardmutual.com)

### **Summary of Amendments to By-law No. 2**

(The numeric references herein correspond with the section numbers of By-law No. 2)

- 22.(c) Requirement to be a member for 3 years to be eligible to be a director removed.
23. Nomination procedures amended. Persons who filed notice of intent to seek election may seek election if not recommended by Nomination Committee
25. Persons not eligible to be elected as a director amended
38. Treasurer is also known as Chief Financial Officer
42. Filling vacancies on Executive Committee amended
45. Persons authorized by the Board may execute documents on behalf of the Company amended.
47. The Board may designate the bank of the Company.
48. Need to report to the board monthly on all purchases and sales of investments deleted.
54. Underwriting duties of Agents deleted.
57. Reference to specific duties of President deleted.
- Section numbers of By-law renumbered as needed.