



**NOTICE OF
ANNUAL AND SPECIAL GENERAL MEETING
of the
HOWICK MUTUAL INSURANCE COMPANY**

The Annual and Special General Meeting of the Members of Howick Mutual Insurance Company will be held at the Head Office of the Company in Wingham Ontario, on the 30th day of March, 2020 at the hour of 2:00 p.m. for the purposes of:

1. To receive and approve the Minutes of the 2019 Annual General Meeting;
2. To receive the Annual Report for the year ending December 31, 2019;
3. To appoint auditors;
4. To elect three (3) Directors for a three (3) year term. Directors whose terms expire are Dennis Dosman, Tom Sweiger, and Steve Wright, each of whom are eligible for and have given notice of their intention to seek re-election.
5. To consider and if thought fit, to confirm, with such amendments as may be made at the Meeting, those amendments to the Company's By-law 2014-1 passed by the Board of Directors on February 27, 2020. The amendments to section 4.06 which deal with the nomination of candidates for election as directors will not become effective until after confirmation by the Members at the Meeting. A summary of the substantive amendments follows. A complete text of By-law 2014-1 with the amendments incorporated is available for review by all members at the head office during regular business hours, or will be provided upon request.

Any individual person wishing to seek election or re-election as a Director must file an intention to stand for election in writing with the Secretary of the Corporation not later than fourteen (14) days prior to the Annual Meeting (March 16, 2020).

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.howickmutual.com

Summary of Substantive Amendments to By-law 2014-1

(The numeric references herein correspond with the section numbers of the By-law)

- 2.02 The Head Office of the Corporation shall be located at 40592 Amberley Road, RR 4, Wingham, Ontario N0G 2W0.
- 3.02 Members not liable beyond amount of unpaid premiums.
- 4.04 A representative of a trustee board member may be elected a Director.
- 4.06 Nomination procedure added. Persons interested in seeking election must file notice no less than 120 days in advance of meeting at which election is to be held.
- 4.09(e) Restrictions on member voting removed.
- 4.09(g) Members may remove directors at a special meeting by 2/3rds vote.
- 4.11 If there is a vacancy on the Board which occurred before the end of the term of the position to be filled, it shall be filled by election separate from the election to fill expired terms on the Board.
- 4.13 Directors remuneration to be determined by Directors, provided it is to be no more than average for similar sized companies.
- 4.16 Amendments to provisions relating to indemnification of Directors. Insurance may be purchased for benefit of Directors.
- 4.19 Directors may inspect minutes of all committee meetings.
- 5.01 President is not appointed annually. President may attend Board Meetings.
- 5.02 Secretary may attend Board Meetings and shall cause minutes to be maintained.
- 7.01 Directors to formulate policies, standards and procedures for investments and to review same annually.
- 8.03 Corporation may reinsure risks in accordance with the Insurance Act.
- 8.04 Underwriting duties of President removed.
- 12.01 By-laws may be amended in accordance with the Corporations Act.
 - Section numbers of By-law renumbered as needed.

Tammy Hickling, Corporate Secretary
Howick Mutual Insurance Company