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TO THE MEMBERS OF HAY MUTUAL INSURANCE COMPANY

in respect of the proposed Amalgamation of Hay Mutual Insurance Company
and Town & Country Mutual Insurance Company

Notice of Meeting

Attached is your formal Notice of a Special General Meeting of the Members of the Company to be held on August 20, 2020 at 7 pm. The Meeting will be held electronically.

The purpose of the Meeting is to approve the amalgamation of the Company with Town & Country Mutual Insurance Company, with the amalgamated Company to commence business on the 1st day of January, 2021 under the name "H T & C Mutual Insurance Company", and By-law 1 – 2021 (the general organizational bylaw for H T & C Mutual Insurance Company).

Background and Approvals Received

The Boards of Directors of the Company and Town & Country Mutual Insurance Company have for some time been investigating the advantages to the Companies and their Policyholders of an amalgamation. In considering an amalgamation, each of the Boards, with the assistance of senior management and legal and accounting advisors, conducted appropriate due diligence examinations and reviewed pertinent documents and financial information relating to the other company.

The Boards of both companies have unanimously concluded that an amalgamation will better position the companies for the future for providing competitive insurance services and products to their Policyholders, with the full advantage of up to date technology, in a cost effective and efficient manner, while maintaining the principles of mutual insurance. The Board of Directors of the amalgamated Company will have 12 directors, 6 of whom are the current directors of Hay and 6 who are currently directors of Town & Country.

As a Member of Hay Mutual Insurance Company, you will see little change in your dealings with the amalgamated Company. The current offices of both Companies will be maintained after amalgamation, ensuring that the needs of all policyholders are supported through continued local and personal contact. You will continue to deal with your current insurance Agent and claims service will continue without disruption. The look and feel of communications will change as a new name and brand are introduced, but the amalgamated Company will be committed to maintaining existing relationships and service levels.

The Financial Services Regulatory Authority of Ontario has considered the amalgamation and the Chief Executive Officer of the Authority has given permission for the Companies to pursue

Keeping promises close to home.

amalgamation and enter into the Amalgamation Agreement, which was unanimously approved by the Boards of the two Companies.

Amalgamation Information Package

The Company has prepared a "Members' Information Package" relating to the amalgamation for your review which includes a synopsis of the amalgamation, a detailed "Business Plan" for the amalgamated company, the Amalgamation Agreement between the Company and Town & Country Mutual Insurance Company, By-law 1 – 2021, and the other documents referred to in the formal Notice of the Meeting. The Members' Information Package is available on the Company's website at www.haymutual.on.ca and will be sent by mail to any Member upon request.

Approval by Members

The amalgamation must be approved by at least two thirds of the votes cast at the Special General Meetings of the members of the Company and Town and Country Mutual Insurance Company. Once approved by the Members of the two companies, the amalgamation must then receive final approval of the Chief Executive Officer of the Financial Services Regulatory Authority.

Electronic Meeting

The Special General Meeting on August 20 will be held electronically, allowing all members who wish to participate to do so with simultaneous audio or audio/visual connection. If you wish to participate in the meeting electronically, you must pre-register no less than 48 hours prior to the commencement of the meeting by e-mail to amalgamation@haymutual.on.ca or by telephone at 519-236-4381 and you will be provided with details as to how to join the meeting. You will also be able to pre-register and obtain connection details on the Company's website.

Voting by Proxy

The Directors of the Company are providing you with this package and request that you vote by proxy in favour of amalgamation. Members may vote on the matters to be considered at the Meeting by using the proxy form included in this package.

Members of the Company may of course also participate in the Meeting electronically. Even if you do plan on participating in the meeting electronically, we still recommend that you vote by proxy.

It is expected that the solicitation of proxies will be primarily by mail, but proxies may also be solicited personally or by telephone by the directors, employees and agents of the Company.

Deposit of Proxies

To be valid, a proxy must be completed and signed by the Member and must be sent or delivered to the Company, in care of the Company's solicitors, who will verify completed proxies and maintain each member's vote in confidence. Completed proxies must be received no later than 7:00 p.m. on August 18, 2020. Proxies can be sent by mail in the enclosed return envelope with

postage prepaid, or by e-mail to sgrant@kw-law.com, which is a secure and confidential e-mail address.

Revocation of Proxies

Any Member who has given a proxy may revoke it by written notice, delivered to the Company, care of the Company's solicitors by e-mail to sgrant@kw-law.com prior to the commencement of the meeting.

Information Meetings

The Company and Town & Country Mutual Insurance Company will be hosting two "Town Hall Meetings" in advance of the August 20 Special General Meeting, to address any questions members may have about the proposed amalgamation. These meetings will be held August 5th at 3:00 p.m. and August 6th at 7:00 p.m. If you wish to participate in the meeting, please contact the Company no less than 48 hours prior to the commencement of the meeting by e-mail at amalgamation@haymutual.on.ca or by telephone at 519-236-4381 and you will be provided with details as to how to join the meeting. Connection details will also be posted on the Company's website.