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HAY MUTUAL INSURANCE COMPANY

Notice of a

SPECIAL GENERAL MEETING

of the Members

NOTICE is hereby given that a Special General Meeting of the Members of Hay Mutual Insurance Company will be held on August 20, 2020 at 7:00 p.m. for the following purposes:

1. To seek the approval of the Members of the Amalgamation Agreement between the Corporation and Town & Country Mutual Insurance Company which provides for the amalgamation of the two corporations under the name "H T & C Mutual Insurance Company" which has been unanimously approved by the Directors of the Corporation, with the amalgamation to be effective January 1, 2021.
2. To seek the approval of the Members of By-law 1 – 2021, being a general By-law relating to the business and affairs of the Amalgamated Corporation, "H T & C Mutual Insurance Company", to be effective January 1, 2021.

Due to the current Covid 19 pandemic, this meeting will be held electronically, allowing all Members who wish to attend 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 connection 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.

Copies of the Amalgamation Agreement and By-law are posted on the Corporation's website at www.haymutual.on.ca as part of a Member's Information Package that also contains a Business Plan, Declarations of no distribution by the President of each of the Corporations, Declarations of the President of each of the Corporations regarding due diligence, and Certificates of the Secretary of each Amalgamating Corporation confirming Director approval of the amalgamation. Copies will be mailed to any Member who requests such copies.

The proposed amalgamation remains subject to the approval of the Chief Executive Officer of the Financial Services Regulatory Authority of Ontario.

Dated the 20th day of July, 2020

Shawn Durnin
President
Hay Mutual Insurance Company