

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

OF

KENT & ESSEX MUTUAL INSURANCE COMPANY

TAKE NOTICE that the Annual and a Special General Meeting of the Members of Kent & Essex Mutual Insurance Company will be held in the office of the Company at 10 Creek Rd, Chatham, Ontario, on March 19, 2020 at 1:30 p.m.:

- 1) To receive the Annual Statement and Auditors' Report for the year ending December 31, 2019.
- 2) To appoint an auditor for 2020.
- 3) To re-elect three (3) Directors for a three (3) year term. Directors whose terms expire are Andre Mailloux, Jeff Stokes and Brian King, who are eligible and are recommended by the Recruitment Committee and approved by the Board for re-election.
- 4) To confirm with or without amendments properly made at the meeting, amendments to the General By-laws of the Company passed by the Directors on January 28, 2020. A summary of the amendments follows. A complete copy of the General By-law 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.

TIM MCINTOSH
Chair

KEVIN KONECNY
President & CEO

A copy of our audited financial statements will be available on our website at www.kemutual.com after February 19th or by sending a written request to the Company office at least 14 days before the date of the Meeting.

Summary of Substantive Amendments to the General By-law

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

- 6 Requiring consent of directors to withdraw as a member deleted.
- 6 Members not liable beyond the amount of unpaid premiums.
- 22(c) Persons seeking election as a director to provide satisfactory background checks required by the Board.
- 22(f) Persons seeking election as a director must file notice no later than December 1 preceding the election.
- 30 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, and nominees shall specify in their notice that they are seeking election, if they are seeking election to fill the remaining portion of the vacancy, or a three year term.
- 31 Directors shall meet no less than 10 times per year. The requirement to meet monthly is deleted.
 - Gender references removed.
 - Sections renumbered as needed.