

Notice of Annual Meeting of Members of Farm Mutual Reinsurance Plan Inc.

Wednesday March 20, 2019

Sheraton Centre Toronto Hotel
123 Queen Street West
Toronto, Ontario



Notice

Notice is hereby given that the 2019 Annual Meeting of members of Farm Mutual Reinsurance Plan Inc. will be held in the Grand Ballroom East, Sheraton Centre Toronto Hotel on Wednesday March 20, 2019. The meeting begins at 1:30 P.M. following the Special General Meeting.

At the meeting, voting and participating members will be asked to:

1. Receive the financial statements for the year ended December 31, 2018, together with reports from the auditor and appointed actuary on those statements;
2. Elect directors; and
3. Appoint the auditor.

In accordance with corporate by-laws, only the information in the notice of the meeting may be transacted at the meeting.

By order of the Board of Directors



Jennifer Allan
Corporate Secretary
February 27, 2019

The annual statement of the company is available on the company's website. A Member may also obtain a printed copy of the annual statement in advance of the meeting by sending a written request to the company's head office at least 14 days before the date of the Annual Meeting.

The record date for Members entitled to vote at the annual meeting is January 1, 2019.

The meeting will be governed by "Call to Order". By-law Article III paragraph 2 states that voting at any meeting shall be by show of hands unless a poll vote is demanded, provided however that every election of directors shall be by ballot as required by the Corporations Act.

Because the Corporate Secretary has not received a request to conduct any voting by poll or ballot, voting will be conducted by a show of hands, except that voting for election of directors shall be conducted by ballot.

Minutes for Annual Meetings of members and Special Meetings of members are published on the company's website.



Business of the Meeting

Financial Statements

Corporations Act The Corporations Act requires that prior to the election of directors the annual statement shall be presented and read. The company's Annual Report, including audited financial statements for the year ended December 31, 2018 is made available to members in accordance with the Corporations Act.

The Board of Directors recommends voting in favour of a motion that the requirements to present and read the annual statement for the year ended December 31, 2018 and the auditor's report thereon be waived.

Election of Directors

Company by-laws The company's by-laws provide that the Board of Directors shall consist of twelve directors. One third of the directors shall retire annually, in rotation, and at every annual meeting one-third of the total number of directors shall be elected for a period of three years to fill the places of retiring directors.

All nominations for election of directors shall be received by the Corporate Secretary at least sixty days prior to the Annual Meeting or Special General Meeting called for the purpose of electing directors.

Expiring terms The term of the following directors expires with effect at the conclusion of the March 20, 2019 Annual Meeting:

Nominating Committee	Name and other affiliation
D	Ed Forbes, Officer, Dufferin Mutual Insurance Company
G	Valerie Fehr, Officer, My Mutual Insurance Company
Board	Jeff Whiting, Officer, Ayr Farmers Mutual Insurance Company
Board	Kevin Konecny, Officer, Kent & Essex Mutual Insurance Company



In addition, the following director has announced his retirement from the Board of Directors with resignation effective at the conclusion of the March 20, 2019 Annual General Meeting.

Nominating Committee	Name and other affiliation
Board	Ross Lincoln, Officer, Grenville Mutual Insurance Company

Candidate nomination

A candidate for nomination for election to a position on the Board of Directors must meet eligibility requirements under the Corporations Act and the Insurance Act. Company by-laws specify that no person may be elected or acclaimed as a director for more terms than will constitute twelve years of service whether or not such twelve-year period is comprised of consecutive terms. In addition, a person may, with his or her consent in writing, be a director of the Company even though the person is not a director, officer, or member of a voting and participating Member. Consistent with guidelines established from time to time by regulatory authorities, the Board of Directors may establish additional qualifications and require assessment of a person’s suitability and integrity to perform properly the duties of a director before that person may be appointed a director.

Expiring term date and notification

All directors whose terms of office expire with effect at the conclusion of the March 20, 2019 Annual meeting are eligible to be nominated to stand for election to another three-year term.

Nomination of new board members

Under the procedures and conventions for recruiting and nominating persons for a position on the Board of Directors, the Board Nominating Committee is responsible for assessing a potential candidate’s suitability and integrity to perform properly the duties of a director before that person may stand for election to the Board of Directors.

The Corporate Secretary received the following nominations for a position on the Board of Directors.

Nominating Committee	Name and other affiliation
D	Ed Forbes, Officer, Dufferin Mutual Insurance Company
G	Valerie Fehr, Officer, My Mutual Insurance Company
Board	Jeff Whiting, Officer, Ayr Farmers Mutual Insurance Company



Board	Kevin Konecny, Officer, Kent & Essex Mutual Insurance Company
Board	Derek MacFarlane, Director, Stanley Mutual Insurance Company

The Board Nominating Committee determined that each of the persons nominated for election to a position on the Board of Directors meets the eligibility requirements under the *Corporations Act* and the *Insurance Act* and meets the eligibility requirements under Company by-laws. In addition, the Board Nominating Committee completed an assessment of each person's suitability and integrity to perform properly the duties of a director in accordance with the Company's Assessment Policy and found no matters of potential concern. All candidates are independent. Accordingly, the Board of Director's confirmed each person's nomination to stand for election to a position on the Board of Directors.

Nominee requirements

Each nominee is eligible for election as a director for a three-year term.

Each nominee is either an officer or a director of a mutual insurance company that has entered into reinsurance contracts with Farm Mutual Reinsurance Plan Inc. which are material contracts of the mutual insurance company.

Nominee vote

As the number of individuals nominated equals the number of vacancies on the Board of Directors and there being no further nominations as permitted by Company by-laws, the Board of Directors recommends voting in favour of a motion that the Corporate Secretary be instructed to cast a single ballot in favour of each of the nominated persons for election as a director for a three-year term.

Appointment of Auditor

Recommendation

On the advice of the Audit Committee, the Board of Directors recommends voting in favour of the appointment of the firm of KPMG LLP, Chartered Professional Accountants as auditors of the company for the financial year commencing January 1, 2019 and ending December 31, 2019 and to hold office until the next Annual Meeting of policyholders.



Summary of Directors' Meetings and Attendance at Directors' Meetings

Yearly number of board and committee meetings

The number of directors' meetings and directors' committee meetings held during the financial year ended December 31, 2018 are as follows:

Meetings	No.
Board Meetings	9
Committee Meetings	
Audit Committee	2
Conduct review committee	2
Executive committee	4
Nominating committee	4

Meeting record of attendance

The table below shows the record of attendance by director at directors' meetings and directors' committee meetings held during the financial year ended December 31, 2018.

Director	Number of Meetings Attended/Number of Applicable Meetings				
	Board	Audit	Conduct	Executive	Nominating
Bethune, Barbara	2/2	-	-	1/1	-
Cameron, Cara	9/9	1/1	1/1	-	-
Chuli, Jill	7/7	-	-	-	-
Crowley, David	2/2	-	-	-	-
Fehr, Valerie	8.5/9	2/2	2/2	-	-
Forbes, Ed	9/9	-	-	-	-
Gowan, Ross	9/9	1/1	1/1	3/3	4/4
Konecny, Kevin	9/9	2/2	2/2	-	-



Lincoln, Ross	9/9	-	-	3/4	3/4
Lodwick, Gord	7/7	-	-	-	-
Oegema, Tom	9/9	-	-	4/4	4/4
Taylor, Jill	9/9	-	-	-	-
Vandenbosch, Paul	9/9	2/2	2/2	-	-
Whiting, Jeff	9/9	-	-	4/4	4/4

