

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

Wednesday, March 24, 2021

Meeting will be held virtually via Lumi. Link to be provided to registrants.



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

Notice is given that the 2021 Annual Meeting of Members of Farm Mutual Reinsurance Plan Inc., a corporation incorporated under the laws of the Province of Ontario, will be via electronic means on Wednesday, March 24, 2021 at 1:20 p.m. (EST), for the purpose of:

- a) approving minutes of the prior Annual Meeting of Members;
- b) receiving the financial statements for the year ended December 31, 2020, together with reports from the auditor and appointed actuary on those statements;
- c) electing directors; and
- d) appointing the auditor for 2021.

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
Acting Corporate Secretary
February 24, 2021

The annual statement of the company is available on the company's website at farmmutualre.com/annual-reports/. A Member may 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, 2021.

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



Business of the Meeting

Minutes of Prior Annual Meeting of Members

Minutes of Prior Annual Meeting of Members

Farm Mutual Reinsurance Plan Inc. is not under any obligation, by legislation, by-laws or otherwise, for members to approve minutes of meetings of members. However, it is common and good practice to do so.

The minutes of the March 25, 2020 Annual Meeting of the Members of Farm Mutual Reinsurance Plan Inc. are attached as Appendix A. The Board of Directors recommends voting in favour of a motion that approves the minutes of the March 25, 2020 Annual Meeting of Members of Farm Mutual Reinsurance Plan Inc.

Financial Statements

Corporations Act

The *Corporations Act* (Ontario) 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, 2020 is made available to members in accordance with the *Corporations Act* (Ontario).

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, 2020 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 terms of the following directors expire with effect at the conclusion of the March 24, 2021 Annual Meeting:

Nominating Committee	Name and other affiliation
E	Gord Lodwick, Director, The Commonwell Mutual Insurance Group
F	Shane MacKinnon, Director, PEI Mutual Insurance Company ¹
Board	Derek MacFarlane, Director, Stanley Mutual Insurance Company
Board	Ross Gowan, Director, Nova 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* (Ontario) and the *Insurance Act* (Ontario). Company by-laws specify that no person may be elected or acclaimed as a director for more terms than will constitute twelve (12) years of service whether or not such twelve (12) year period is comprised of consecutive terms. In addition, a person may, with his or her consent in writing, be a director of the Corporation even though the person is not a director, officer, or member of a Member of the Corporation. 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 24, 2021 Annual meeting are eligible under Farm Mutual Reinsurance Plan Inc. by-laws to be nominated to stand for election for a three-year term.

¹ Shane MacKinnon was nominated by Group F and appointed by the Farm Mutual Re Board of Directors in 2020 to replace resigning director Cara Cameron.



**Nomination of
Directors**

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
E	<p>Gord Lodwick, Director, The Commonwell Mutual Insurance Group</p> <p><i>Mr. Lodwick is from Beaverton, Ontario where he actively serves as a volunteer on multiple charitable organizations. He also operates as an independent consultant for the transportation industry and is a current business owner of land and building management companies. Mr. Lodwick is a past owner of Lodwick Transport, a medium sized temperature-controlled transportation company as well has served as a local Ward councillor for the Township of Brock.</i></p> <p><i>Gord became a Director of the The Commonwell Mutual Insurance Group in 2014 and is currently Board Chair. He was previously on the Board of Directors of Farmers Mutual Insurance Company (Lindsay) from 2009 to 2014. He joined the Board of Farm Mutual Re in 2018 and has served on the Audit and Conduct Review Committee. He is currently Chair of the Subsidiary Governance Committee, a member of the Human Resources Committee and a Board member of United General Insurance Corporation.</i></p>
F	<p>Shane MacKinnon, Director, PEI Mutual Insurance Company</p> <p><i>Mr. MacKinnon is from Grand River, PEI, where he has lived most of his life and for 35 years farmed with his brother on their dairy farm. He was a residential property owner/manager from 2005 through 2018 and is currently the owner operator of Sunnyside Ltd. which is a construction, renovation and land development company.</i></p> <p><i>Mr. MacKinnon became a Director of PEI Mutual Insurance Company in Summerside, PEI in 2015, has served on the Audit Committee from 2015 to 2019 and currently serves on the Investment Committee. He received his OMIA director certification in 2019. He has also served on the Prince County Hospital Foundation Board since 2018.</i></p>



Mr. MacKinnon joined the Farm Mutual Re board in June of 2020 and he serves on the Farm Mutual Foundation. He looks forward to meeting his fellow directors and management of Farm Mutual Re in person.

Board Derek MacFarlane, Director, Stanley Mutual Insurance Company

Mr. MacFarlane lives in Limekiln, New Brunswick on the farm that was the first policy issued by Stanley Mutual in 1937. He spent the majority of his career in the Federal Government, Natural Resources Canada, Canadian Forest Service (CFS) where he worked as Forest Economist and Science Director. He recently retired from an executive position as the Regional Director General of the CFS Atlantic Forestry Centre.

Mr. MacFarlane joined the Stanley Mutual Insurance Company Board in 1995, has served on and chaired all Committees and is currently Board Chair. He received his Professional Director designation from Governance Solutions in 2019. Derek has both a Bachelors and Masters degree in Forestry and is a Registered Professional Forester.

He has served on the Board for the Hugh John Flemming Forestry Complex and the Board of Governors for the Maritime College of Forest Technology.

Mr. MacFarlane joined the Farm Mutual Re Board in 2019 and serves on the Human Resources Committee.

Board Ross Gowan, Director, Nova Mutual Insurance Company

Mr. Gowan grew up on a dairy farm near Jarvis, Ontario, moving a decade ago to his current community of Simcoe, Ontario. He attended the University of Guelph for a degree in Agricultural Economics and Business. Shortly thereafter he joined the faculty of Fanshawe College to teach Business while continuing to manage the farm business. Several years later he attended McMaster University to complete the Master of Business Administration program, specializing in Human Resources. Following a 32-year history as Professor of Business with Fanshawe College, both at the Simcoe and London campuses, Mr. Gowan was honoured with the distinction Professor Emeritus.

Mr. Gowan's governance experience spans several industries and sectors including, health care, community economic development, financial services, insurance and reinsurance. He was elected to the board of Norfolk Mutual Insurance Company in 1986, and was instrumental in the amalgamation that in



2018 created Nova Mutual Insurance Company; he currently serves as Chair of the Nova Mutual Board. Mr. Gowan was elected to the board of Farm Mutual Re in 2012 and has served on the Audit, Conduct Review, Nominating and Executive Committees. He is finishing his year as Chair of the Farm Mutual Re Board.

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* (Ontario) and the *Insurance Act* (Ontario) 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. 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. The Nominating Committee of Farm Mutual Reinsurance Plan Inc. has determined that this is not a material finding and therefore all directors nominated are found to be independent.

Nominee Term

Each nominee is eligible for election as a director for a three-year term. The Board of Director's confirmed each person's nomination to stand for election to a position on the Board of Directors.

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, 2021 and ending December 31, 2021 and to hold office until the next Annual Meeting of members.

Summary of Directors' Meetings and Attendance at Directors' Meetings

2020 Board and Committee Meetings

The number of directors' meetings and directors' committee meetings held during the financial year ended December 31, 2020 are as follows:

Meetings	No.
Board Meetings	10
Committee Meetings	
Audit Committee	2
Conduct Review Committee	2
Executive Committee	7
Nominating Committee	3
Human Resources Committee	3
Subsidiary Governance Committee	2

Attendance

The table below shows the record of attendance by director at board meetings and committee meetings held during the financial year ended December 31, 2020.



Number of Meetings Attended/Number of Applicable Meetings							
Director	Board	Audit	Conduct	Executive	Nominating	Human Resources	Subsidiary Governance
Cameron, Cara	2/2	1/1	1/1	-	-	-	-
Chuli, Jill	10/10	1/1	1/1	-	-	-	-
Fehr, Valerie	10/10	1/1	1/1	4/4	3/3	3/3	-
Forbes, Ed	10/10	-	-	-	-	3/3	-
Gowan, Ross	10/10	-	-	7/7	3/3	-	-
Konecny, Kevin	10/10	2/2	2/2	-	-	-	-
Lodwick, Gord	10/10	1/1	1/1	-	-	3/3	2/2
MacFarlane, Derek	10/10	-	-	-	-	3/3	-
McKinnon, Shane	5/5	-	-	-	-	-	-
Oegema, Tom	2/2	-	-	3/3	-	-	-
Taylor, Jill	10/10	2/2	2/2	-	-	-	2/2
Van Daele, Christine	8/8	-	-	-	-	-	-
Vandenbosch, Paul	10/10	-	-	7/7	3/3	-	-
Whiting, Jeff	10/10	-	-	6/7	3/3	-	-



Appendix A: Minutes of Prior Annual Meeting of Members



Farm Mutual Re
Collaborate. Empower. Succeed.

Minutes of the Annual Meeting of the Members of FARM MUTUAL REINSURANCE PLAN INC. held on Wednesday, March 25, 2020 at 350 Pinebush Road, Cambridge, Ontario, Canada N3H 4T3.

Call to Order

The Chair called the meeting to order at 1:02 p.m. and stated that the meeting would be governed by the rules and procedures of “Call to Order”.

Notice of the Annual Meeting was circulated to voting and participating members in accordance with the *Corporations Act* (Ontario), Company’s by-laws and further notice was provided in accordance with an Order of the Ontario Superior Court of Justice.²

The Company’s by-laws provide that only the business stated in the notice for a meeting of members shall be transacted at the meeting of members.

As duly authorized representatives representing 51 percent or more of voting and participating members were present, a quorum existed and the Chair declared the meeting to be duly constituted.

Minutes of Prior Annual Meeting of Members

It was duly MOVED, SECONDED, and CARRIED that the Minutes of the Annual Meeting of Members of Farm Mutual Reinsurance Plan Inc. held on Wednesday, March 20, 2019 be approved.

² On March 18, 2020 Farm Mutual Reinsurance Plan Inc. was ordered by the Ontario Superior Court of Justice to conduct the Annual Meeting of Members via electronic means due to CoVID-19. As per the Order, notice was given that the 2020 Annual Meeting of Members of Farm Mutual Reinsurance Plan Inc., would be via electronic means with location of the meeting as Farm Mutual Reinsurance Plan Inc. offices in Cambridge, Ontario.



**Annual
Statement**

The *Corporations Act* (Ontario) 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, 2019, was made available to members in accordance with the *Corporations Act* (Ontario).

It was duly MOVED, SECONDED and CARRIED that the requirement to present and read the annual statement for the year ended December 31, 2019 and the auditors' report thereon be waived.

**Election
of
Directors**

The Chair advised the meeting that 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.

The Chair further advised that all nominations for election of directors were received by the Corporate Secretary at least sixty days prior to the annual meeting called for the purpose of electing directors.

**Expiring
Terms**

The Chair advised the terms of the following directors expired with effect at the conclusion of the March 25, 2020 Annual Meeting:

Nominating Committee	Name and other affiliation
A	Tom Oegema
B	Jill Chuli, Director, Caradoc Townsend Mutual Insurance Company ³
C	Paul Vandenbosch, Director, Middlesex Mutual Insurance Company
Board	Jill Taylor, Director, Tradition Mutual Insurance Company

**Candidates
for
Election**

The Chair advised that a candidate for nomination for election to a position on the board of directors must meet eligibility requirements under the *Corporations Act* (Ontario) and the *Insurance Act* (Ontario). 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

³ Ms. Jill Chuli was elected in 2018 to replace retiring director Barbara Bethune. Ms. Chuli's nomination and subsequent election was misstated as a three (3) year term. Ms. Chuli was in fact only eligible for a two (2) year term to fulfill the remainder of Ms. Bethune's term. Ms. Chuli has fulfilled the remainder of Ms. Bethune's term and therefore was eligible for re-election for a three (3) year term.



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
and Notifications**

The Chair advised that all directors whose terms of office expire with effect at the conclusion of the March 25, 2020 Annual Meeting are eligible to be nominated to stand for election to another three-year term.

Nominations

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
A	Christine Van Daele, Officer, Westminster Mutual Insurance Company
B	Jill Chuli, Director, Caradoc Townsend Mutual Insurance Company
C	Paul Vandenbosch, Director, Middlesex Mutual Insurance Company
Board	Jill Taylor, Director, Tradition Mutual Insurance Company

Assessment

The Chair advised the meeting that 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* (Ontario), the *Insurance Act* (Ontario), 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. 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. The Nominating Committee of Farm



Mutual Reinsurance Plan Inc. has determined that this is not a material finding and therefore all directors nominated are found to be independent. Accordingly, the board of directors confirmed each person's nomination to stand for election to a position on the board of directors.

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.

**Election
by
Ballot**

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 the company's by-laws,

It was duly MOVED, SECONDED and CARRIED that the Corporate Secretary be instructed to cast a single ballot in favour of each of the nominated persons.

**Election
Declared**

The Corporate Secretary cast a single ballot for each person nominated and the ballot was counted. Ms. Van Daele, Ms. Chuli, Mr. Vandenbosch, and Ms. Taylor were declared duly elected to a position on the board of directors for a three-year term.

**Appointment
of
Auditors**

It was duly MOVED, SECONDED and CARRIED that the firm of KPMG LLP, Chartered Professional Accountants, be appointed as auditors of the Company for the financial year commencing January 1, 2020 and ending December 31, 2020 and to hold office until the next Annual Meeting of members.

Adjournment

As all business on the agenda has been concluded, the Chair declared the meeting adjourned at 1:21 p.m.





Emily McHugh

Corporate Secretary



Appendix B: Online Annual Meeting Guide



ONLINE ASSEMBLY GENERAL MEETING GUIDE 2020

Attending the AGM electronically

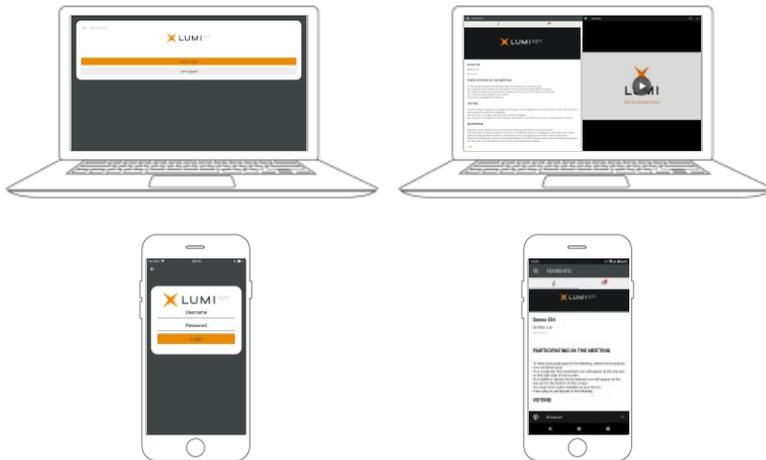
This year we will be conducting a virtual AGM, giving you the opportunity to attend the AGM online, using your smartphone, tablet or computer.

You will be able to view a live webcast of the meeting, ask the board questions and submit your votes in real time.

Simply go to <https://web.lumiagm.com/xxxxxxx> in your web browser (not a Google search) on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge and Firefox. Please ensure your browser is compatible by login in early. PLEASE DO NOT USE INTERNET EXPLORER

Caution: Internal network security protocols including firewalls and VPN connections may block access to the Lumi platform for your AGM. If you are experiencing any difficulty connecting or watching the meeting, ensure your VPN setting is disabled or use computer on a network not restricted to security settings of your organization.

If you have voting rights, select "I have a login" and enter your Username and password. If you don't select "I am a guest" and fill in the form.



NAVIGATION

When successfully authenticated, the info screen will be displayed. You can view company information, ask questions and watch the webcast.

If you would like to watch the **webcast** press the broadcast icon.

If viewing on a computer, the webcast will appear at the side automatically once the meeting has started.



VOTING

Once the voting has opened, the resolutions and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.

To change your vote, simply select another direction. If you wish to cancel your vote, please press Cancel. **For - Vote received**



QUESTIONS

Any voting member attending the meeting is eligible to ask questions.

If you would like to ask a question, select the messaging icon.

Messages can be submitted at any time during the Q&A session up until the Chair closes the session.

Type your message within the chat box at the bottom of the messaging screen.

Once you are happy with your message click the send button.

Questions sent via the Lumi AGM online platform will be moderated before being sent to the Chair.

