



***SPECIAL GENERAL MEETING MINUTES – September 5th, 2023
7:00pm at the Seaforth Legion***

1. Call to Order

The Special General Meeting of the policyholders of McKillop Mutual Insurance Company was held on Tuesday, September 5th, 2023, at the Seaforth Legion in Seaforth, Ontario. The Chairperson, Ed Van Miltenburg, called the meeting to order at 7:00 pm with 23 guests in attendance, which included 17 voting members. The CEO, Rob Moorehead, acted as Corporate Secretary, and as such, confirmed that proper notice of the meeting had been provided to the members in accordance with the By-laws of the Corporation and that quorum had been met for the meeting.

The Chairperson declared that as notice had been properly provided, and there being a quorum present, the meeting was duly constituted.

2. Appointment of Parliamentarian

Mr. Van Miltenburg announced that Stephen Grant, of Madorin Snyder LLP, as the Corporation’s lawyer will act as Parliamentarian for the meeting.

3. Approval of Amalgamation and By-Law

Mr. Van Miltenburg declared that the purpose of the meeting is to approve the Agreement of the Amalgamation of the Corporation with Middlesex Mutual Insurance Co. under the name “MutualONE Insurance Company” with the amalgamation to be effective January 1, 2024, and to approve By-law 1-2024, being the general By-law relating to the business and affairs of the Amalgamated Corporation.

Mr. Van Miltenburg advised that the Amalgamation Agreement and the By-law were unanimously approved by the Directors of both Corporations. Copies of the Amalgamation Agreement and By-law had been posted on the websites of the two Corporations and have been made available to the Members of the two Corporations.

The President and CEO, Rob Moorehead, provided a brief summary of the amalgamation process and the benefits of amalgamation.

Mr. Van Miltenburg asked that votes on the approval of the Amalgamation Agreement and By-law 1-2024 be taken by poll, to be conducted by secret ballot.

Before balloting began, the formal motion was made.

It was Moved by Janet Snow and Seconded by Brian McGavin "That the Amalgamation Agreement between McKillop Mutual Insurance Company and Middlesex Mutual Insurance Co., which provides for the amalgamation of the two companies under the name MutualONE Insurance Company with the amalgamation to be effective January 1, 2024 – be approved, and secondly that By-law 1-2024 for the Amalgamated Company be approved".

Before proceeding to voting, Mr. Van Miltenburg asked if there were any questions or points of discussion on the previous motions, of which there were not any.

4. Results of Voting on Amalgamation and By-law 1-2024

Voting was completed and a short recess taken while the scrutineers tallied the votes from the live election and those received by proxy prior to the meeting.

Mr. Van Miltenburg announced that the result of the voting was 91% in favour of amalgamation, therefore the motion was carried.

5. Destruction of Ballots

Mr. Van Miltenburg entertained a motion to destroy the ballots.

It was Moved by Dorothy Medd and Seconded by Stephen Hildebrand "That the ballots and proxies be destroyed". Carried.

6. Conclusion

Mr. Van Miltenburg was pleased to announce that the vote was also in favour of amalgamation at Middlesex Mutual's Special General Meeting taking place at the same time.

7. Adjournment

There being no other business to be conducted at the Special General Meeting the Chairperson adjourned the meeting at 7:40pm.