



## Notice of Annual Meeting of Policyholders of Saskatchewan Mutual Insurance Company

Notice is hereby given that the Annual Meeting of Policyholders of Saskatchewan Mutual Insurance Company held on Thursday, June 2<sup>nd</sup>, 2022 at the Saskatoon Club, located at 417 21<sup>st</sup> Street East, Saskatoon, Saskatchewan at 11:00 a.m. C.S.T. for the following purposes:

1. To receive the financial statements of the Company for the year ended December 31, 2021 and the reports of the auditors and actuary thereon;
2. To receive the report of the Directors for the year ended December 31, 2021;
3. To appoint the auditors for 2022;
4. To elect Directors;
5. To transact other business as may properly be brought before the meeting; and
6. As set out under "Special Business" below, to consider and if thought advisable, confirm and approve amendments to the General Bylaws of the Company.

### Special Business:

1. As more particularly described under the heading "Amendment of Bylaws: First Amendment" below, to amend, by ordinary resolution of the policyholders, the Company's General; and
2. As more particularly described under the heading "Amendment of Bylaws: Second Amendment" below (where the text of the special resolution that the policyholders will be asked to vote on is set out in full), to amend, by special resolution of the policyholders, the Company's General Bylaws.

By order of the Board of Directors,

Shelley Willick  
Corporate Secretary  
May 6, 2022

*The annual statement of the company is available on the Company's website at [saskmutual.com/aqm-annual-reports/](https://saskmutual.com/aqm-annual-reports/). A policyholder may obtain a printed copy of the annual statement in advance of the meeting by sending a written request to the Corporate Secretary.*

*The record date for Policyholders entitled to vote at the annual meeting is June 1, 2022. This means that if you are a policyholder of the Company as of June 1, 2022 you are entitled to notice of the meeting and to vote at the annual meeting. You will have one vote, regardless of the number of policies you have with the Company.*

*"Special resolution" means a resolution passed by a majority of not less than two thirds of the votes cast by or on behalf of the policyholders*



## Business of the Meeting

### Financial Statements

The *Insurance Companies Act* requires that the annual statement shall be presented at the Annual Meeting of Policyholders. The Company's Annual Report, including audited financial statements for the year ended December 31, 2021, reports of the auditors and actuary and other required information is made available to Policyholders in accordance with The *Insurance Companies Act*.

The annual statement of the company is available on the Company's website at [saskmutual.com/agm-annual-reports/](https://saskmutual.com/agm-annual-reports/). A policyholder may obtain a printed copy of the annual statement in advance of the meeting by sending a written request to the Corporate Secretary of the Company.

### Appointment of Auditors

On the advice of the Audit & Finance Committee, the Board of Directors recommends voting in favour of the re-appointment of the firm of KPMG LLP, Chartered Professional Accountants as auditors of the Company for the financial year commencing January 1, 2022 and ending December 31, 2022 and to hold office until the next Annual Meeting of Policyholders.

### Directors' attendance

As required by the *Insurance Companies Act*, a statement of the attendance of the Directors of the Company at Directors' and Committee meetings is enclosed herewith.

### Election of Directors

The Company's by-laws provide that the Board of Directors shall consist of between nine and twelve directors and the Board of Directors shall fix the number of directors prior to the annual general meeting. At the February 25, 2022 Board of Directors meeting a motion was passed to decrease the number of directors from ten to nine effective the 2022 annual meeting.

The Directors whose three-year terms of office expire are: Mr. Arnie Arnott, Mr. Brian Heagy and Ms. Milburn. Ms. Milburn is eligible for re-election.

A candidate for nomination for election to a position on the Board of Directors must meet eligibility requirements of the *Insurance Companies Act* and at least one half of the directors of the Company must be, at the time of each director's election or appointment, policyholders of the Company, or individuals who hold a significant ownership interest in an entity which is a policyholder.

The Board of Directors, through the HR & Governance 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 Board of Directors, through the HR & Governance Committee has determined that the persons nominated for election meets the eligibility requirements under the *Insurance Companies Act* and the Company's by-laws. As such, the Board of Directors has approved the following nominations:

Name
<p><b>Susan Milburn</b>  <i>Ms. Milburn is an investment advisor for Raymond James Ltd. She graduated from the University of Saskatchewan with a Bachelor of Commerce majoring in Finance and Marketing along with a Masters of Business Administration. Ms. Milburn has served on many boards, both in the for-profit sector and in the charitable sector and currently sits on the Board of the Saskatoon Airport Authority. She has been included in Saskatchewan Business Magazine's annual list of 10 Most Influential Women, received the Alumni Service Award from the University of Saskatchewan Alumni Association, and has been named a Woman of Distinction by Raymond James Ltd.</i></p> <p><i>Ms. Milburn was elected to the SMI Board of Directors on May 30, 2019, and has served on the Audit &amp; Finance, Compliance &amp; Risk and HR &amp; Governance Committees</i></p>
<p><b>Palash Sanyal</b>  <i>Mr. Sanyal, a water risk and management expert, is committed to creating space to listen and learn together while addressing global water security – one of the world's most pressing challenges. He acts as the strategic partnership and project manager at the Global Institute for Water Security, University of Saskatchewan (USask) where he plays a critical role in the institute's food-water nexus and water materiality initiatives. Mr. Sanyal also serves the International Association for Public Participation (IAP2) Canada, WaterAid Canada, and SaskGalleries Boards, and the City of Saskatoon's Environment Committee and Local Immigration Partnership Advisory Council. He is the founding curator of TEDx at the USask and World Economic Forum Global Shapers Saskatoon hub. Mr. Sanyal holds three master's degrees in engineering, development economics, and water security, and is currently pursuing the CPA designation.</i></p>

Nominee	Term
Susan Milburn	3-year term
Palash Sanyal	3-year term

## Amendment of Bylaws

### First Amendment

#### ***Effective June 2, 2022***

Subject to the confirmation and approval of the policyholders, the Directors of the Company have, effective September 30, 2021, approved an amendment to the Company's General Bylaws. The proposed amendment consists of:

(1) Replacement of 3.05(b) which currently reads:

3.05 (b) No director who is elected to the Board for the first time after the coming into force of this section shall serve more than four terms (whether consecutive or otherwise) on the Board.

With the following:

3.05 (b) No director who is elected to the Board for the first time after the coming into force of this section shall be eligible for election or appointment to the Board after serving twelve years (whether consecutive or otherwise) on the Board.

(2) Replacement of 3.07(a) which currently reads:

3.07 (a) Any Policyholder may nominate a person to be a director. Nominations of individuals to the Board shall be exclusively in writing and must be submitted to the Company a minimum of ten (10) days in advance of the date of each annual meeting. For certainty, there shall be no nominations from the floor. Individuals who have been nominated for election to the Board shall confirm their acceptance of such nomination in writing a minimum of three (3) days in advance of the date of each annual meeting, or alternatively, may confirm their acceptance of the nomination in person at each annual meeting.

With the following:

3.07 (a) The Policyholders may submit a proposal including one or more nominations for the election of directors in accordance with the provisions of the Act. Any such nominations must be received by the Company a minimum of ninety (90) days prior to the anniversary date of the notice of meeting sent to the Policyholders in relation to the previous annual meeting or such other period as may be specified in the Act or Regulations. For certainty, there shall be no nominations from the floor during any meeting of the Policyholders. Individuals who have been nominated for election to the Board shall be notified of the same by the Board and shall confirm their acceptance of such nomination in writing within fourteen (14) days thereof.



## **Second Amendment**

***Effective November 1, 2022 or such later date as the approval of the bylaw amendment effecting the name change by the Superintendent of Financial Institutions is received in accordance with the Insurance Companies Act (Canada)***

Subject to the confirmation and approval of the policyholders by special resolution and subject to the approval of the Superintendent of Financial Institutions (the "Superintendent"), the Directors of the Company have, effective April 28, 2022, approved an amendment to the Company's General Bylaws to change the name of the Company from Saskatchewan Mutual Insurance Company to Sandbox Mutual Insurance Company with such General Bylaw amendment (and name change) to be effective on November 1, 2022 or on such later date as the approval of the Superintendent is received.

The proposed amendment to the Company's General Bylaws, the result of which would be to effect a change in the legal name of the Company, consists of:

- (1) The replacement of the text "SASKATCHEWAN MUTUAL INSURANCE COMPANY" on the 2nd line on the first page of the Company's General Bylaws and the substitution therefor of the text "SANDBOX MUTUAL INSURANCE COMPANY"; and
- (2) The replacement of the current Section 1.04 of the Company's General Bylaws, which currently reads "1.04 "Company" means Saskatchewan Mutual Insurance Company.",

with a new Section 1.04 which would read:

"1.04 "Company" means Sandbox Mutual Insurance Company."

The text of the special resolution that the Company's policyholders will be asked to vote on at the annual general meeting in order to effect the amendment of the Company's General Bylaws in keeping with the foregoing is, as follows:

RESOLVED, BY SPECIAL RESOLUTION OF THE POLICYHOLDERS OF THE COMPANY, THAT THE POLICYHOLDERS APPROVE AND CONFIRM THE AMENDMENT OF THE COMPANY'S GENERAL BYLAWS TO EFFECT A CHANGE IN THE NAME OF THE COMPANY FROM SASKATCHEWAN MUTUAL INSURANCE COMPANY TO SANDBOX MUTUAL INSURANCE COMPANY, WITH EFFECT AS OF THE 1ST DAY OF NOVEMBER, 2022 OR SUCH LATER DATE AS THE APPROVAL OF THE BYLAW AMENDMENT EFFECTING THE NAME CHANGE BY THE SUPERINTENDENT OF FINANCIAL INSTITUTIONS IS RECEIVED IN ACCORDANCE WITH THE INSURANCE COMPANIES ACT (CANADA), AS FOLLOWS:

- (1) BY DELETING THE 2ND LINE ON PAGE 1 OF THE COMPANY'S GENERAL BYLAWS CONSISTING OF THE TEXT: "SASKATCHEWAN MUTUAL INSURANCE COMPANY" AND TO SUBSTITUTE THEREFOR THE TEXT "SANDBOX MUTUAL INSURANCE COMPANY"; AND
- (2) BY DELETING SECTION 1.04 OF THE COMPANY'S GENERAL BYLAWS IN ITS ENTIRETY AND TO SUBSTITUTE THEREFOR, THE FOLLOWING:  
"1.04 "Company" means Sandbox Mutual Insurance Company.";

AND, NOTWITHSTANDING THE FOREGOING, THE DIRECTORS MAY, WITHOUT FURTHER APPROVAL OF THE POLICYHOLDERS, REVOKE THIS SPECIAL RESOLUTION.



## Proxies

Policyholders have the right to appoint a proxy to represent them at the annual meeting. A proxy form accompanies this notice. Proxies must be received at the Company's Head Office by 12:00 p.m., May 27, 2022, in order to be valid for the annual meeting.



# SASKATCHEWAN MUTUAL INSURANCE

## STATEMENT OF DIRECTORS ATTENDANCE

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2021

Director	Board Meetings Attended	Committee Meetings Attended	Committee Membership
Mr. Arnold <sup>1</sup>	2 of 2	2 of 2	c
Mr. Arnott	6 of 6	8 of 8	a, b
Ms. Brownell	6 of 6	12 of 12	b, c, d
Ms. Gryba <sup>2</sup>	6 of 6	8 of 8	c
Mr. Heagy	6 of 6	8 of 8	a, b
Mr. Migneault <sup>3</sup>	4 of 4	4 of 4	a, b
Ms. Milburn <sup>4</sup>	6 of 6	12 of 12	a, c, d
Mr. Milnthorp	6 of 6	11 of 12	a, c, d
Ms. Smith <sup>5</sup>	6 of 6	10 of 10	b, c
Mr. Walter <sup>3</sup>	4 of 4	4 of 4	a, b
Ms. Willick <sup>6</sup>	6 of 6	NA	NA

### COMMITTEE MEMBERSHIP & MEETINGS HELD FOR THE FISCAL YEAR ENDED DECEMBER 31, 2021

Committee	Number of Meetings	Membership
Audit & Finance	4	a
Compliance & Risk	4	b
HR & Governance	6	c
Adhoc Cyber	2	d

Board meetings include any special meetings and strategic planning sessions

<sup>1</sup> Mr. Arnold ceased to be a director as of June 3, 2021

<sup>2</sup> Ms. Gryba was removed from the Compliance & Risk Committee effective June 3, 2021

<sup>3</sup> Mr. Migneault and Mr. Walter became directors on June 3, 2021

<sup>4</sup> Ms. Milburn was transferred from the Compliance & Risk Committee to the Audit & Finance Committee effective June 3, 2021

<sup>5</sup> Ms. Smith transferred from the Audit & Finance Committee to the Compliance & Risk Committee effective June 3, 2021

<sup>6</sup> Ms. Willick, President and CEO, is not a member of any Committees



## Saskatchewan Mutual Insurance Company

279 3<sup>rd</sup> Avenue North

Saskatoon, SK S7K 2H8

### PROXY

I, the undersigned policyholder of **SASKATCHEWAN MUTUAL INSURANCE COMPANY** (the Company), hereby appoint Catherine Gryba, Chair of the Board, or failing her Shelley Willick, President & CEO, or instead of either of them,

as my proxy, with power of

substitution, to attend, act and vote on my behalf at the annual meeting of the Company, or any adjournment thereof, to be held June 2<sup>nd</sup>, 2022.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

Policy Number

Signature of Policyholder

Name of Policyholder:

(Please Print)

Address:

#### PROXYHOLDER

A policyholder may appoint a proxyholder other than the persons named above, to attend, act and vote on the policyholder's behalf at a meeting to which this proxy applies, by inserting such other person's name in the blank space provided for that purpose or by completing another form of proxy. Proxies must be received at the Company's Head Office by 12:00 p.m., May 27, 2022, in order to be valid for the annual meeting.

#### BY-LAW AMENDMENTS

1. The Company is proposing to amend its bylaws, by ordinary resolution of the policyholders, as noted in the Notice to the Meeting; and
2. The Company is proposing to amend its bylaws, by special resolution of the policyholders, as noted in the Notice to the Meeting.

#### DIRECTORS

The Directors whose three-year terms of office expire are: Mr. Arnie Arnott, Mr. Brian Heagy and Ms. Susan Milburn. Ms. Milburn is eligible for re-election.

The Board of Directors has approved the following nominations:

- Susan Milburn – 3-year term
- Palash Sanyal – 3-year term

#### APPOINTMENT OF AUDITORS

It is proposed that the firm of KPMG LLP, Chartered Professional Accountants be re-appointed of as auditors of the Company for the financial year commencing January 1, 2022 and ending December 31, 2022 and to hold office until the next Annual Meeting of Policyholders.