



## A Guide to Proxy Voting

### **The Right Membership for Educators.**

At Teachers Life, being a member means you are much more than just a client: you have a say in how we operate. It's your right. It's your privilege.

Our origins date back nearly 70 years ago to a group of Ontario secondary school teachers who felt there could be advantages in helping each other. The result was the formation of a fraternal benefit society – not merely an insurance provider. Today, we continue to offer quality protection solely for members of the education community and their families.

Today, your Teachers Life colleagues believe your right to vote gives you an excellent opportunity to ensure good corporate governance. After all, the Teachers Life team can only be as effective as your participation. We want to hear from you because being familiar with your views helps us be proactive in delivering the products and services that best fit you and your family members.

### **Meetings of the Membership: Your Chance to Participate.**

One of the best forms for interacting with Teachers Life is at our meeting. Here, members like you mingle with the management and Board of Directors. You also have the opportunity to vote on various issues. So we encourage you to attend: it simply makes for a stronger Teachers Life.

Now, we understand that busy educators can't always carve time out of their day to attend our meeting, but that doesn't mean your voice can't be heard. It can, via proxy forms. By completing a proxy, you are simply transferring your right to vote to someone else. That person can be an individual you choose who is entitled to attend our meeting, or someone the Board of Directors suggests. To comply, just complete the information on the proxy, detach and mail it using the enclosed self-addressed envelope.

Take advantage of your membership rights in Teachers Life and be counted. Attend the meetings or submit your proxy. If you choose the latter, you'll find a postage paid return envelope provided with our proxy mailing.

## **FAQs**

### **Why do we have Meetings?**

Teachers Life is a corporation and all corporations must have an annual meeting of its shareholders. By the way, as a member, you have one vote.

### **Who is entitled to vote?**

Only members of record at the close of business forty (40) days prior to the meeting are entitled to vote.

### **How do I vote?**

We encourage you to attend meetings like the Annual General Meeting and other special meetings and vote in person. Alternatively, use your proxy: simply complete the information, detach the form and mail it using the enclosed self-addressed envelope. You can also delivered the proxy by hand or fax it to the Teachers Life office.

### **How important is Proxy Voting?**

Members should carefully review all the documents provided to them and cast their votes. It is the primary means by which a member can influence Teachers Life's operations, its corporate governance and other important issues. Therefore, voting and making your choices clear is important, but if voting in person is not possible, proxy voting becomes essential.

### **What if I do not specify how my vote is to be cast?**

If you submit a proxy but do not indicate any voting instructions, your vote will follow the recommendations of the Board of Directors.

### **What information do I require to make an informed vote?**

The information in the circular and annual report (available online or upon request) contains all the matters that members require to vote during the meeting (performance, growth, management, issues, etc).

### **Can I change my vote after I submit my proxy?**

You may revoke your proxy and change your vote at any time before the meeting by signing another proxy with a later date, by giving notice of such revocation to the Corporate Secretary of Teachers Life prior to or at the meeting, or by voting in person at the meeting.

### **How does the Board of Directors recommend I vote on the proposals?**

Your Board of Directors recommends that you vote in favour of the changes outlined in the circular.

### **Will any other business be conducted at the meeting?**

The Board of Directors knows of no other business that will be presented at the meeting other than what is indicated in the notice. However, if such a proposal is forthcoming, the proxy holder will vote in accordance with their best judgement.