

**Procedures for the Conduct of Voting on  
West Bend Mutual Insurance Company’s Proposal  
to Convert to a Mutual Holding Company Structure**

**I. Introduction**

In connection with the proposed conversion of West Bend Mutual Insurance Company (“West Bend”), to a Wisconsin stock insurance company in a mutual holding company structure (the “Conversion Transaction”), pursuant to the Mutual Holding Company Plan (the “Plan”) adopted by the Board of Directors of West Bend (the “Board”) as of [•], the Officers of West Bend, acting upon direction and authority conferred by the Board, have adopted and approved certain rules and procedures for the conduct of voting by policyholders (collectively, the “Voting Procedures”) to approve or disapprove the Plan and the transactions contemplated thereby, including the amendment and restatement of the Articles of Incorporation of West Bend in the form of the Amended and Restated Articles of Incorporation (the “Amended and Restated Articles”) of West Bend Insurance Company (“Converted West Bend”). The Voting Procedures were adopted consistent with Sections 611.42(1), (1m), (2) and (3), 611.51(6), and 644.07(8) of the Wisconsin Insurance Code; Sections 181.0707, 181.0724, 181.0727 and 181.0841 of the Wisconsin Nonstock Corporation Law; Articles 3 and 6 of the current Articles of Incorporation of West Bend (the “Current West Bend Articles”); and Article 2 of the current Bylaws of West Bend (the “Current West Bend Bylaws”).

**II. Background**

**A. Submission of Plan to Policyholders**

Section 644.07(8) of the Wisconsin Insurance Code states, in relevant part, that “the mutual holding company plan shall be submitted at any regular or special meeting of policyholders to a vote of the persons who were policyholders of the converting insurance company on the date of the resolution under sub. (2) and who remain policyholders on the record date established for the vote by the board.” Section 644.07(8) also provides that “[v]oting shall be in accordance with the articles or bylaws of the converting insurance company . . . and in no event shall the required vote to approve the plan be less than a majority of those policyholders voting . . . [and] [o]nly proxies specifically related to the mutual holding company plan may be used for a vote on approval under this subsection.”

**B. Eligibility of Policyholders to Vote**

1. Section 611.42(2) of the Wisconsin Insurance Code states, in relevant part, that “[p]olicyholders in all mutuals have the right to vote on conversion, voluntary dissolution, amendment of the articles, and the election of all directors except public directors appointed under s. 611.53(1).”
2. Section 611.42(3) of the Wisconsin Insurance Code states, in relevant part, “[t]he articles or bylaws shall contain rules governing voting eligibility consistent with sub. (2) and voting procedures.”

3. Article 3, Section 2 of the Current West Bend Articles states, in relevant part: “Each policyholder insured by the corporation shall be a member of the Company during the time such policy is in force. Each policyholder shall have one vote at all meetings of members[.]”
4. Section 2.1.1 of the Current West Bend Bylaws states, in relevant part: “All persons, firms and corporations that become policyholders of the Company are members and are entitled to all the privileges and subject to all liabilities of membership while their respective policies, including preliminary binder, are in force[.]”

**C. Voting by Proxy and Acceptance of Proxies**

1. Section 611.425(2)(a) states that “[u]nless the articles of incorporation or bylaws prohibit or limit proxy voting, a policyholder may appoint another person as proxy to vote or otherwise act for the policyholder at a meeting of policyholders[.]”
2. Section 2.9 of the Current West Bend Bylaws states, in relevant part: “Each member shall be entitled to one vote at any annual or special meeting of the members. . . . Members may cast votes either in person or by proxy at any such meeting[.]”
3. Section 611.51(6) states that “[t]he board shall manage the business and affairs of the corporation and may not delegate its power or responsibility to do so, except to the extent authorized by ss. 180.0841, 181.0841, 611.56 and 611.67.”
4. Section 181.0841 states that “[e]ach officer or agent has the authority and shall perform the duties set forth in the bylaws or, to the extent consistent with the bylaws, the duties and authority prescribed in a resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.”
5. The Board has authorized certain officers of West Bend to solicit and vote proxies for the Special Meeting (as defined below) pursuant to a vote at a meeting on [•].
6. Section 181.0724(6) states that “[s]ubject to s. 181.0727 and any express limitation on the proxy’s authority appearing on the face of the appointment form, a corporation is entitled to accept the proxy’s vote or other action as that of the member making the appointment.”
7. Section 181.0727(1) states that “[i]f the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a member, the corporation if acting in good faith is entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the member.” See Paragraph VI.F, below, and Exhibit A for procedures used to

determine whether acknowledgement (physical, electronic, or telephonic) corresponds to the name of a member.

8. Section 181.0727(2) states that “[i]f the name signed on a vote, consent, waiver, or proxy appointment does not correspond to the record name of a member, the corporation if acting in good faith is nevertheless entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the member if any of the following conditions exists: (a) [t]he member is an entity and the name signed purports to be that of an officer or agent of the entity[;] (b) [t]he name signed purports to be that of an attorney-in-fact of the member and if the corporation requests, evidence acceptable to the corporation of the signatory’s authority to sign for the member has been presented with respect to the vote, consent, waiver, or proxy appointment[;] (c) [t]wo or more persons hold the membership as cotenants or fiduciaries and the name signed purports to be the name of at least one of the coholders and the person signing appears to be acting on behalf of all of the coholders.”

**D. Authority of Board of Directors to Fix Record Date**

1. Section 611.42(1m) of the Wisconsin Insurance Code adopts and applies Section 181.0707 of the Wisconsin Nonstock Corporation Law to mutual insurance companies such as West Bend.
2. Section 181.0707(1) states, in relevant part, that “[t]he bylaws of a corporation may fix or provide the manner of fixing a date as the record date for determining the members entitled to notice of a members’ meeting. If the bylaws do not fix or provide for fixing such a record date, the board may fix a future date as such a record date.”
3. Section 181.0707(2) states, in relevant part, that “[t]he bylaws of a corporation may fix or provide the manner of fixing a date as the record date for determining the members entitled to vote at a members’ meeting. If the bylaws do not fix or provide for fixing such a record date, the board may fix a future date as such a record date.”
4. Section 2.5.3 of the Current West Bend Bylaws states, in relevant part: “[T]he Company will notify each member entitled to notice of the date, time and purpose of the special meeting not less than thirty days after the date on which it received the members’ request for the special meeting. Said special meeting will be held not more than ninety (90) nor less than ten (10) days after the date of the meeting notice.” *See* Section III.B for details regarding the Resolution Date and Record Date for the Special Meeting.

**E. Amending Articles of Incorporation**

1. Article 6, Section 1 of the Current West Bend Articles states: “These articles may be amended by a vote of three-fourths of the members voting at a regular or special meeting after: a. the proposed amendment has been filed with the Secretary; and b. a copy of the proposed amendment has been sent to each member at least 30 days prior to a regular or special meeting that includes the time and date of the meeting.”
2. Section 181.1003(1) states, in relevant part, that “[u]nless this chapter, the articles of incorporation or the bylaws require a greater vote or voting by class, an amendment to a corporation’s articles of incorporation to be adopted must be approved by all of the following:
  - (b) Except as provided in s. 181.1002 (1), the members by two-thirds of the votes cast or a majority of the voting power, whichever is less.”

**III. Determination of Policyholders Entitled to Notice of the Special Meeting and to Vote on the Plan**

**A. Special Meeting**

The Special Meeting of Policyholders to vote on the Plan will be held on [•] (the “Special Meeting”).

**B. Resolution Date and Record Date**

Effective [•] (the “Resolution Date”), the Board adopted the Plan in final form and established [•] as the record date (the “Record Date”) for purposes of policyholder notice of the Special Meeting and voting on the Plan.

**C. Voting Groups**

Two conceptually different groups of West Bend policyholders are eligible to receive notice of, and to vote at, the Special Meeting. First, for purposes of Section 644.07(8) of the Wisconsin Insurance Code, those policyholders of West Bend who were policyholders on both the Resolution Date and the Record Date are entitled to vote on the Plan (the “Insurance Law Voting Group”). Second, for purposes of the Current West Bend Articles and Current West Bend Bylaws, those policyholders of West Bend who were policyholders on the Record Date are entitled to vote on the Plan (the “Corporate Law Voting Group”).

Because the Resolution Date and the Record Date are identical ([•]), the eligibility requirements for inclusion in the Insurance Law Voting Group and the Corporate Law Voting Group are identical. Accordingly, a policyholder of West Bend is a member of each voting group and is therefore eligible to receive notice of the Special Meeting and to vote on the Plan, if as of close of business on [•], the policyholder was listed on the records of West Bend as a policyholder of one or

more in-force policies issued by West Bend. All such policyholders are referred to herein as “Eligible Members”.

#### **IV. Quorum and Voting Thresholds for Approval of the Plan**

##### **A. Quorum Threshold**

The Plan must be approved by the Eligible Members present and voting at a policyholder meeting where the requisite quorum is present. Under Section 2.6 of the Current West Bend Bylaws, the quorum requirement is met if ten (10) West Bend policyholders eligible to vote at the Special Meeting are in attendance.

##### **B. Voting Threshold**

Pursuant to Section 644.07(8) of the Wisconsin Insurance Code, a Plan of Conversion will be approved by a vote of the members in accordance with the Current West Bend Articles and Current West Bend Bylaws, but in any event shall be subject to approval of not less than a majority of the Eligible Members present and voting at the Special Meeting (either in person or by valid proxy). There is no supermajority voting requirement for approval of the Plan, as such, in the Current West Bend Articles or Current West Bend Bylaws. However, pursuant to the Current West Bend Articles, an amendment to the Articles will be approved if three-fourths of the Eligible Members present and voting at the Special Meeting (either in person or by valid proxy) vote in favor of such amendment. *See* Paragraph II.E above. Because the approval and adoption of the Amended and Restated Articles is effected through the approval and adoption of the Plan, the three-fourths voting threshold will be required to approve the Plan.

#### **V. Notice of the Special Meeting**

##### **A. Regulatory Approval of Notice and Informational Materials**

West Bend previously filed with the Wisconsin Office of the Commissioner of Insurance (“OCI” or the “Commissioner”) a proposed Notice of Special Meeting (the “Notice”), along with various informational and other documents relating to the Conversion Transaction (the “Policyholder Information Booklet”), for the Commissioner’s approval. The form of the Notice and other informational materials were approved by the Commissioner on [•].

##### **B. Mailing of Notice and Informational Materials**

On [•], West Bend will commence transmitting the Notice and Policyholder Information Booklet to the Eligible Members of West Bend. Pursuant to Wis. Stat. § 644.07(6)(b)(2), a separate, more limited mailing will be sent to the insurance commissioner of every jurisdiction in which West Bend is authorized to do business. The relevant insurance commissioners are entitled to notice of the Public Hearing but are not entitled to notice of, or to vote at, the Special Meeting.

The transmittal to the Eligible Members consists of the following materials:

1. [Notice of the Public Hearing.
2. Letter from West Bend's Chief Executive Officer.
3. Notice of the Special Meeting.
4. Policyholder Information Booklet.
5. The Plan and certain Exhibits thereto.
6. Proxy Card.
7. Postage-paid return envelope.]<sup>1</sup>

The mailing will be sent to the last-known mailing address of each Eligible Member (*i.e.*, the address that appears on the membership records of West Bend) via first class mail with postage thereon prepaid.

**C. Mailing Agent**

West Bend will use AST Fund Solutions, LLC (the "Mailing Agent") to conduct the transmittal to the Eligible Members. The Mailing Agent's facility from which the transmittal will be done is located at [•].

**D. Replacement Mailings**

In cases where an Eligible Member notifies West Bend that such Eligible Member did not receive, is missing parts of, or needs replacements of particular items provided to Eligible Members, West Bend will so notify the Mailing Agent, and such mailing or missing material will be resent by the Mailing Agent at no charge to the Eligible Member via first class mail.

**E. List of Eligible Members**

West Bend derived the list of Eligible Members and their addresses from its automated systems. Although some procedures unique to this mailing were employed to produce this list, the automated systems are generally designed to maintain and produce information relative to the policyholders of West Bend and are used in billing and/or policy production. West Bend has a high degree of confidence in the accuracy of these records because they are used in the ordinary course of business to bill customers and/or provide legally binding insurance contracts, and West Bend has been successful in these activities.

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<sup>1</sup> Note to Draft: Subject to a request for approval of "notice and access" mailing.

## **VI. Receipt, Custody, Safeguarding, Verification and Tabulation of Proxy Forms**

The receipt, custody, safeguarding, verification and tabulation of the votes by proxy will follow the guidelines and procedures set forth in this Paragraph VI. West Bend will not design the means of acceptance of electronic and telephonic proxies. West Bend will accept electronic and telephonic proxies in the manner in which the Proxy Agent, defined below, accepts such proxies; provided, however, such method shall provide for auditable records and comply with the laws of Wisconsin and the Current West Bend Bylaws.

### **A. Proxy Agent**

West Bend has retained AST Fund Solutions, LLC (the “Proxy Agent”) to act on behalf of the Secretary of the Corporation in the receipt, custody, safeguarding, verification and tabulation of proxy forms. Receipt by the Proxy Agent will be deemed to be receipt by the Secretary for purposes of Section 2.9.2.4 of the Current West Bend Bylaws.

### **B. Forms**

West Bend will supply each Eligible Member with one proxy form appointing a proxy to vote on behalf of such Eligible Member on approval of the Plan.

### **C. One Vote per Eligible Member**

Each Eligible Member shall be entitled to one (1) vote on the Plan, regardless of the number of West Bend policies owned by an Eligible Member.

### **D. Receipt of Proxies**

#### **1. Proxies by Mail:**

Proxies may be returned by mail in a postage-paid return envelope (provided in the notice package to policyholders) to a specifically designated and unique post office box in [•] maintained by the Proxy Agent. To facilitate supervision of all incoming mail, it is anticipated that this will be the only post office box used for the return of proxies. The Proxy Agent will collect incoming proxy envelopes from the post office as often as necessary to handle the volume of the returns, but in any case at least daily.

West Bend will advise all locations and personnel that receive correspondence from West Bend policyholders to forward to West Bend’s corporate offices in West Bend, Wisconsin any proxies received by mail at such locations. Such proxies will then promptly be forwarded to the Proxy Agent.

#### **2. Electronic Proxies:**

All policyholders may cast their votes electronically. Electronic proxies may be returned via the secure e-voting mechanism established by the Proxy Agent and as explained in the Policyholder Information Booklet and/or on the proxy card.

3. Telephonic Proxies:

All policyholders may cast their votes telephonically by calling the number provided on the proxy card.

4. Deadline for Proxies:

The Current West Bend Bylaws do not impose a deadline for receiving proxies (physical, electronic, or telephonic) prior to the date of a Special Meeting. Accordingly, the Proxy Agent will accept proxies through the day before the Special Meeting.

**E. Custody and Safeguarding of Proxies**

All physical proxies shall be held and safeguarded in a locked room by the Proxy Agent or its designee at its offices located at [•]. Electronic records of proxies (physical, electronic, and telephonic) shall be maintained by the Proxy Agent or its designee on secure computer systems operated by and under the control of the Proxy Agent.

**F. Verification and Tabulation of Proxies**

1. Establishing and Confirming Voting Eligibility:

- a. For purposes of confirming eligibility to vote as an Eligible Member, West Bend will create a database containing a list of West Bend's policyholders as of close of business on the Record Date (the "Eligible Member Database"). Using the Eligible Member Database, the Mailing Agent will print a bar code and a unique identifying number on each proxy card that identifies the policyholder as an Eligible Member and which will enable the Proxy Agent to confirm as part of the recording process that the proxy is submitted by an Eligible Member. For proxies counted manually, the Proxy Agent will manually check the name of the policyholder against the Eligible Member Database to confirm that the proxy is submitted by an Eligible Member.
- b. Each first named policyholder (whether a natural person or an entity) of an in-force policy issued by West Bend shall be entitled to one vote, regardless of the number of policies owned by such policyholder.



- c. In circumstances where a policy has more than one policyholder (regardless of whether such policyholders are natural persons, entities or both), only the first named policyholder will be entitled to vote.

2. Valid and Invalid Proxies

- a. Prior to recording an Eligible Member's voting instructions submitted via proxy, the Proxy Agent will determine whether such Eligible Member's proxy is Valid (as defined below), or Invalid (as defined below).
- b. The validity of proxies will be determined based on the following criteria:
  - (i) Proxies must have no more than one box—"FOR" or "AGAINST"—checked to be Valid.
  - (ii) If no preference for the vote on the Plan is indicated, the proxy is Valid and is a vote "FOR" the item(s) for which no preference was indicated.
  - (iii) If both boxes are checked<sup>2</sup>, the entire proxy is Invalid.

Additional criteria for determining the validity of physical, electronic, and telephonic proxies are set forth in Exhibit A. Proxies determined to be valid in accordance with this Paragraph VI.F.2 and Exhibit A are referred to herein as "Valid." All other proxies are referred to herein as "Invalid."

- c. Only Valid proxies will be counted as a vote "FOR" or "AGAINST" any particular item and included in the total vote count. Invalid proxies will not be counted as a vote "FOR" or "AGAINST" any particular item and will not be included in the total vote count.
- d. If a policyholder executes more than one proxy, the following rules apply to determine which proxy prevails:
  - (i) The proxy with the latest execution date shall prevail.
  - (ii) The date of receipt of the proxy, based on the records of the Proxy Agent, will be deemed to be the date of execution of the proxy.

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<sup>2</sup> This occurrence will not be possible with an electronic or telephonic proxy, which will be configured by the Mailing Agent to preclude submission unless one, and only one, voting preference is expressed.

3. Processing of Proxies

- a. For physical proxies, the envelopes, proxies and any other material contained in the envelopes will be processed and the proxies tabulated by the Proxy Agent on a daily basis, to the extent feasible. For electronic proxies, the electronically submitted votes will be processed and the proxies tabulated by the Proxy Agent on a daily basis. For telephonic proxies, the votes will be processed and the proxies tabulated by the Proxy Agent on a daily basis.
- b. The Proxy Agent will open all proxy envelopes by machine. Proxies with attached or enclosed correspondence will be separated from their attachments or enclosures manually. The Proxy Agent will forward the correspondence to West Bend. If otherwise Valid, the Proxy Agent will electronically record these proxies as provided in Paragraph VI.F.4, below.
- c. In addition to the requirements for validity set forth in Paragraph VI.F.2, above, the Proxy Agent will follow the guidelines set forth in Exhibit A to determine whether a proxy received by mail is Valid or Invalid.

4. Recording of Proxies

- a. The Proxy Agent will record all Valid proxies received in a secure electronic system created and maintained by the Proxy Agent for that purpose.
- b. The electronic system will prevent the acceptance and counting of duplicate proxies from the same Eligible Member, and permit the Proxy Agent to produce the information required under Paragraph VI.F.5, below.

5. Voting in Person (By Ballot) at the Special Meeting

If an Eligible Member attends the Special Meeting in person and submits a properly completed ballot, any proxy previously submitted by such Eligible Member shall be deemed an Invalid Proxy. The Secretary of the Corporation shall establish criteria for the determination of whether a ballot has been properly completed which are substantially the same as the criteria used for determining whether a proxy is Valid.

6. Tabulation of Ballots and Proxies

Prior to the close of the Special Meeting, except as otherwise permitted or directed by the Commissioner, the Proxy Agent will make information on the policyholder vote available to West Bend as follows:

- a. Current data on the total number of Valid proxies received, and the percentage of Valid proxies voted “FOR” and “AGAINST” adoption of the Plan.
- b. Information on the receipt of a policyholder’s proxy used to respond to a particular policyholder’s inquiry as to whether the policyholder’s proxy has been received.
- c. Such other information as West Bend may request.

**G. Certification of Vote and Issuance of Certificate of Authority**

1. As promptly as practicable after the close of the Special Meeting, the Proxy Agent shall provide to West Bend a certificate as to the accuracy of the vote count.
2. After the Special Meeting, West Bend shall deliver an affidavit to the Commissioner as to the results of the Special Meeting. If the Plan was approved by the requisite vote and the affidavit is acceptable to the Commissioner, the Commissioner will issue a certificate of authority to Converted West Bend effective on the date of the Special Meeting or such later effective date for the Conversion Transaction as may be approved by the policyholders. The affidavit shall include, at a minimum, the following information:
  - a. The date of the Special Meeting.
  - b. The number of Eligible Members.
  - c. The number of policyholder information packets returned as undeliverable.
  - d. The total number of Valid votes cast in person or by proxy.
  - e. The tabulation of Valid votes “FOR” and “AGAINST” the Plan, and upon any other matter voted upon at the Special Meeting.

**VII. Solicitation of Votes**

Votes “FOR” the approval of the Plan may be solicited by representatives (including directors and officers) of West Bend, and by the Proxy Agent, in person or by mail, telephone, facsimile, e-mail or other means of communication.

\* \* \* \* \*

These Voting Procedures are Adopted and Approved on \_\_\_\_\_, 2023.

\_\_\_\_\_  
Kevin Steiner, CEO

Attest:

\_\_\_\_\_  
Christopher Zwygart, Secretary

## EXHIBIT A: PROXY ACCEPTANCE GUIDELINES

The following are guidelines that will be employed in determining which proxies are Valid or Invalid for tabulation purposes. The intent of these guidelines is to favor giving validity to the proxies and the intent of the policyholder where discernible. Where a matter is not covered by these guidelines, the Proxy Agent shall generally favor validity rather than invalidity of the proxies.

- I. In addition to the criteria specified in Paragraph VI.F.2 of the Voting Procedures, the validity of proxies will be determined based on the following criteria:
  - A. Physical proxies must be signed by the policyholder, or by the first named policyholder in the case of a single policy with more than one named insured.
    1. If there is no signature, the proxy is Invalid.
    2. A proxy is not Invalid merely because the signature is hand printed or written in pencil, or because it bears a rubber stamped or facsimile signature or because the signature appears on the proxy other than on the indicated signature line.
    3. A proxy is not Invalid merely because the signature is illegible. A policyholder can use any character, symbol, figure, or designation and adopt it as a signature. The Proxy Agent shall use reasonable judgment to determine the presence of a signature, and if a signature is present, it shall be presumed valid and authentic.
    4. If any signed proxy is challenged, the following criteria will also be used to determine the validity of such proxy:
      - a. Initials or abbreviations may be used for first and middle names, names may be used for the first and middle initials, and first and middle names or initials may be added to or omitted without affecting the validity of the proxy. Furthermore, if the manner in which a policyholder signed the proxy card constitutes a slight change or variation in spelling from, but is phonetically similar to, the manner in which his or her name appears on the records of West Bend, the Proxy Agent may ignore such variation at its discretion.
      - b. Where a policyholder signs his or her married name to a proxy, and the policy is issued in the birth name, the proxy is presumptively Valid if the name used as the signature allows identification to be made of the signer from West Bend's records.
      - c. Titles such as Mr., Mrs., Ms. or Dr. may be added or omitted without affecting the validity of the proxy.

- d. The addition or omission of Jr. or Sr. or Roman or Arabic numerals after a signature will not affect the validity of the proxy. The substitution after a signature of Jr. for Sr. or Sr. for Jr. or Roman or Arabic numerals which are different from those appearing on the records of West Bend will render a proxy Invalid.
- B. Electronic proxies must be electronically signed by the policyholder, or by the first named policyholder in the case of a single policy with more than one named insured.
1. Electronic signature and submission will occur after clear voting and proxy-return instructions are acknowledged.
  2. The policyholder must also acknowledge having full authority and legal capacity to sign and submit the proxy.
- C. Telephonic proxies must be verbally acknowledged by the policyholder, or by the first named policyholder in the case of a single policy with more than one named insured.
1. Voting by telephone will occur after clear voting and proxy-return instructions are acknowledged.
  2. The policyholder must also acknowledge having full authority and legal capacity to acknowledge and submit the proxy.
- D. If the policyholder is a corporation, the name signed on the proxy must purport to be that of an officer of the corporation. If the policyholder is any other legal entity other than a corporation, the name signed on the proxy must purport to be that of an officer, manager, member, partner, attorney-in-fact, or other agent of the entity.
1. A proxy so signed on behalf of a corporation is presumptively Valid in the absence of express written notice given to the Secretary of West Bend of the designation of some other person by the board of directors or the bylaws of the entity to execute proxies on behalf of the entity. A proxy so signed on behalf of any other legal entity other than a corporation is presumptively Valid in the absence of evidence of lack of authority of such person to act.
  2. If the policyholder's name has been repeated as part of the signature, the official capacity of the signer need not be indicated.
  3. No corporate seal, attestation, or copy of bylaws, or resolution conferring authority is necessary.
  4. Where the name appears on the face of the proxy, failure to repeat such name as part of the signature will not invalidate the proxy, so long as the title or other capacity or source of authority of the signer has been indicated.

5. A proxy signed merely in the name of the policyholder, but without the signature of an individual purporting to act on behalf of the policyholder, is Invalid.
- II. The addition of an address different from that appearing on the records of West Bend shall not affect the validity of a proxy.
- III. Proxies need not be dated to be Valid.
- IV. Eligible Members may authorize individuals other than the designated employees of West Bend to cast their votes by proxy; however, only proxies that meet these proxy acceptance guidelines will be considered Valid.
- V. If any proxies are damaged during the mailing, opening, or recording process such that they cannot be read electronically, the Proxy Agent will attempt to repair those proxies manually so that they can be read electronically. Proxies that are deemed not repairable shall still be Valid and shall be counted manually by the Proxy Agent if the name of the policyholder, corresponding signature and voting preferences are sufficiently legible and the proxy otherwise meets the criteria contained in Paragraph I. All other damaged proxies are Invalid.