Proxy Committee Charter

Purpose of Committee – The Proxy Committee (the "Committee") of XYZ, Inc. (the "Company") is appointed by the Board of Directors (the "Board") to formally represent the policyholders who remit proxy cards by voting the represented policies in accordance with proxy instructions.

Committee Membership – The Proxy Committee shall consist of not less than three members. The Chairman of the Board or any member of the Committee may call meetings of the Committee. Members will be appointed, replaced, or new members added at any time and from time to time by the Board. One member of the committee shall be appointed by the Board as its chairperson. A majority of the Committee shall constitute a quorum for the transaction of business at any meeting and the act of a majority of members of the Committee present at any meeting at which a quorum is present shall be the act of the Committee.

Committee Duties and Responsibilities – the Committee's duties and responsibilities are to:
- Meet annually to review and discuss proxy votes and any new issues for the annual proxy season.
- Appoint an Inspector of Election for the annual meeting (or “Appoint Inspectors of Election” if more than one is desired).
- Represent proxies as assigned to the Proxy Committee by policyholders.
- Oversee the proxy voting process and ensure that the proxies are accurately represented.
- Vote in accordance with proxy or policyholder voting instructions.
- Maintain strict independence from the Company in representation of policyholder voting rights. The Committee must vote only in accordance with the voting instructions given by the policyholder in the proxy.
- Where no instructions have been given to the Proxy Committee or where instructions given are unclear or ambiguous, the Committee must abstain from voting.
- Remain free from intervening in the technical procedures of voting.
- Sign and submit a Proxy Committee Ballot at the Annual General Meeting. This ballot is the legal voting of policies represented by the proxies assigned to the Proxy Committee.

Limitation on Role of Proxy Committee
No policyholder questions or statements may be accepted by the Proxy Committee. Proxy Committee members may not enter discussion on behalf of policyholders whose votes they are representing.