

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

THE HONOURABLE)	FRIDAY, THE 15th
JUSTICE HAINEY)	DAY OF JULY, 2016
)	

IN THE MATTER OF THE *INSURANCE COMPANIES ACT*, R.S.C. 1991 c. 47, AS AMENDED, AND THE *MUTUAL PROPERTY AND CASUALTY INSURANCE COMPANY WITH NON-MUTUAL POLICYHOLDERS CONVERSION REGULATIONS*, SOR/2015-168

AND IN THE MATTER OF A PLAN OF CONVERSION OF
ECONOMICAL MUTUAL INSURANCE COMPANY

ECONOMICAL MUTUAL INSURANCE COMPANY

Applicant

ORDER

THIS APPLICATION made by Economical Mutual Insurance Company (the “**Company**”) for an initial order was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of David Wilson, sworn the 7th day of June, 2016, and on hearing the submissions of counsel for the Company,

AND WHEREAS the Company has initiated a process for conversion from its current mutual structure into a company with common shares (“**Demutualization**”), pursuant to section 237 of the *Insurance Companies Act* and the *Mutual Property and Casualty Insurance Company with Non-mutual Policyholders Conversion Regulations* (the “**Conversion Regulations**”),

AND WHEREAS the *Conversion Regulations* provide for the appointment of counsel to represent eligible policyholders and for the appointment of members of policyholder committees to negotiate certain matters for the Demutualization, as well as other matters,

Additional Required Content for Demutualization Website

1. THIS COURT ORDERS that the Company shall maintain a website for Demutualization until the end of that process and, in addition to content required by the *Conversion Regulations*, such website shall include:

- (a) the method by which a lawyer in Ontario may apply to be appointed counsel for either the eligible mutual policyholders or the eligible non-mutual policyholders pursuant to section 8 of the *Conversion Regulations* (“**Counsel Applicant**”), including the required evidence a Counsel Applicant must file as described in paragraph 4 of this order;
- (b) the method by which an eligible policyholder may apply for membership on either the policyholder committee representing eligible mutual policyholders or the policyholder committee representing eligible non-mutual policyholders pursuant to section 9 of the *Conversion Regulations* (“**Member Applicant**”), including the required content for applications as described in paragraph 11 of this order;
- (c) the motion records and factums served and filed for the appointment motions referenced in paragraphs 2 and 13 of this order;
- (d) the method by which an eligible policyholder may object to the appointment of any Counsel Applicant or Member Applicant;

- (e) the deadlines for serving and filing motion records for the appointment motions referenced in paragraphs 2 and 13 of this order, for submitting an application for membership on a policyholder committee and for submitting objections to the appointment of Counsel Applicants or Member Applicants; and
- (f) the date, time and location of the Counsel Appointment Motion and Member Appointment Motion.

Procedures for Applications to be Appointed Counsel for Policyholders

2. THIS COURT ORDERS that a Counsel Applicant shall bring a motion in this proceeding seeking appointment as counsel for either the eligible mutual policyholders or the eligible non-mutual policyholders (the “**Counsel Appointment Motion**”), to be returnable at the courthouse at 330 University Avenue, Toronto, on **September 19, 2016**.

3. THIS COURT ORDERS that a Counsel Applicant shall, by no later than **August 12, 2016**, serve a motion record for the Counsel Appointment Motion on the Company and file such motion record with this court.

4. THIS COURT ORDERS that the motion record referenced in paragraph 3 of this order shall contain a supporting affidavit which shall disclose and set out:

- (a) actual or potential interests in conflict between the Counsel Applicant his or her law firm, partnership and any person or entity affiliated with the Counsel Applicant, and the class of policyholders that the Counsel Applicant seeks to represent;
- (b) current relationships, whether direct or indirect, between the Counsel Applicant, his or her law firm or any person or entity affiliated with the Counsel Applicant

and the Company or any other property and casualty insurer selling insurance in Canada or elsewhere;

- (c) engagements of any kind between the Counsel Applicant, his or her law firm or any person or entity affiliated with the Counsel Applicant and any person or entity adverse in interest to the Company, including engagements acting for a potential purchaser of the shares or a majority of the assets of the Company or its successors or assigns;
- (d) the experience of the Counsel Applicant in financial law, corporate law, securities law, mediation, arbitration and in major corporate transactions and restructurings such as plans of arrangement; and
- (e) Counsel Applicant's proposed fee arrangements for which payment will be sought pursuant to section 11 of the *Conversion Regulations*, including an estimate of total of such fees and any proposed alternative fee arrangements such as fee caps.

5. THIS COURT ORDERS that the Company shall, no later than **August 26, 2016**, serve on Counsel Applicants and file with this court a responding motion record for the Counsel Appointment Motion setting out any of the matters referenced in paragraph 4(a), (b) and (c) of this order not already disclosed by Counsel Applicants and any other relevant matter.

6. THIS COURT ORDERS that any eligible policyholder objecting to a Counsel Applicant being appointed as counsel for a class of eligible policyholder shall send an objection in writing to the Company by email (joininourfuture@economical.com) and by mail (111 Westmount Road South, P.O. Box 2000, Waterloo, Ontario N2J 4S4). To be valid, the objection must be received by the Company no later than **September 2, 2016**. The objection shall state the name of the Counsel Applicant to whom it applies and the reasons for the objection.

7. THIS COURT ORDERS that the Company shall, by no later than **September 6, 2016**, provide a copy of all objections received by the Company pursuant to paragraph 6 of this order to all Counsel Applicants and file such objections with this court.

8. THIS COURT ORDERS that any factums of Counsel Applicants or the Company shall, by no later than **September 12, 2016**, be served on other Counsel Applicants and the Company and filed with this court.

Notice of Counsel Application Process

9. THIS COURT ORDERS that the Company shall have published in the next available edition of the *Ontario Reports* a half-page notice substantially in the form attached as **Schedule A** to this order, subject to the Company making minor non-material amendments to such form as may be necessary or desirable.

Procedures for Applications to be Members of Policyholder Committees

10. THIS COURT ORDERS that, within 30 days of the order appointing counsel for each of the two classes of policyholders pursuant to section 8 of the *Conversion Regulations*, a Member Applicant may submit to counsel for the class of policyholders to which he or she belongs an application for membership on the policyholder committee for that class ("**Member Application**").

11. THIS COURT ORDERS that a Member Application shall be substantially in the form attached as **Schedule B** to this order and shall disclose and set out:

- (a) current relationships, whether direct or indirect, between the Member Applicant and the Company or any other property and casualty insurers selling insurance in Canada or elsewhere;
- (b) whether the Member Applicant was or is an employee, officer, director or related-party of the Company;
- (c) actual or potential interests in conflict with the Company;
- (d) actual or potential interests in conflict with those of the eligible policyholders they seek to represent;
- (e) current relationships with persons or entities acting against the Company or adverse in interest to the Company;
- (f) current relationships with persons or entities that may consider or have considered a purchase of the shares or a majority of the assets of the Company or its successors or assigns;
- (g) any relevant experience including with the insurance industry, demutualization or in negotiation; and
- (h) how the Member Applicant intends to contribute to the eligible policyholder committee process.

12. THIS COURT ORDERS that counsel for the two classes of policyholders shall provide to the Company a copy of all Member Applications as they receive them and in any event no later than two days after the deadline for submitting such applications.

13. THIS COURT ORDERS that counsel for the two classes of policyholders shall each bring a motion in this proceeding seeking the appointment of members for the eligible

policyholder committees for that class of policyholders which they represent (“**Member Appointment Motion**”), to be returnable at the courthouse at 330 University Avenue, Toronto, Ontario on November 7, 2016 for one half day or such other date as this court may set.

14. THIS COURT ORDERS that the motion record and factum for each Member Appointment Motion shall be served on the Company and on counsel for the other class of policyholders and be filed with this court within twelve days of the deadline for submitting Member Applications.

15. THIS COURT ORDERS that the motion record for each Member Appointment Motion shall contain all Member Applications received and supporting materials from the moving counsel which shall set out the recommendations and objections, if any, of counsel as to which applicants should be appointed members of the policyholder committees and the reasons for such recommendations and objections.

16. THIS COURT ORDERS that, within five days of being served with the motion materials referenced in paragraph 14 of this order, the Company shall serve on counsel for the eligible policyholders and file with this court a responding motion record for the Member Appointment Motions. Such responding record shall disclose any of the matters referenced in paragraph 11 (a), (b), (c), (d), (e) and (f) of this order not already disclosed by Member Applicants and any other relevant matter.

17. THIS COURT ORDERS that any eligible policyholder objecting to a Member Applicant being appointed a member of a policyholder committee shall send the objection in writing to the Company by email (joininourfuture@economical.com) or by mail (111 Westmount Road South, P.O. Box 2000, Waterloo, Ontario N2J 4S4). To be valid, the objection must be received by the

Company no later than five days before the hearing of the Member Appointment Motion. The objection shall state the name of the Member Applicant to whom it applies and the reasons for objection.

18. THIS COURT ORDERS that the Company shall, by no later three days before the hearing of the Member Appointment Motions serve all objections received by the Company pursuant to paragraph 17 of this order on counsel for the eligible policyholders and file such objections with this court.

19. THIS COURT ORDERS that any factum of the Company shall, by no later than three days before the hearing of the Member Appointment Motions, be served on counsel for the eligible policyholders and filed with this court.

Notice of Member Application Process

20. THIS COURT ORDERS that within seven days of the order appointing counsel, the Company shall publish a notice in English in a quarter-page of a weekday edition of *The Globe and Mail* and shall email a notice to any eligible policyholders who have provided the Company with consent to electronic communication for Demutualization, such notices to be substantially in the forms attached as **Schedule C** to this order, subject to the Company making minor non-material amendments to such forms as may be necessary or desirable.

Updates on Negotiation Process

21. THIS COURT ORDERS that counsel for eligible policyholders shall, at the Company's request, advise the Company of:

- (a) the status of negotiations;

- (b) the date of any past or planned policyholder committee meetings;
- (c) the date and agenda for any past or planned meetings between the two policyholder committees;
- (d) outstanding issues between the two policyholder committees;
- (e) expected information or document requests pursuant to section 10 of the *Conversion Regulations* in the next 30-day period; and
- (f) an estimate of all amounts expected to be incurred for the next 90-day period and subsequently claimed pursuant to section 11 of the *Conversion Regulations*.

Procedures for Submitting Costs and Expenses

22. THIS COURT ORDERS that amounts to be claimed pursuant to section 11 of the *Conversion Regulations* shall be submitted to this court by motion of the appointed counsel to the eligible policyholders (“**Costs Motion**”), and no such amounts shall be payable by the Company without order of this court.

23. THIS COURT ORDERS that a Costs Motion shall be brought monthly in writing for all amounts incurred in the prior month that is to be claimed, and appointed counsel’s motion record and any factum shall be served on the Company and filed with this court no later than seven (7) days following the last day of each month of counsel’s appointment.

24. THIS COURT ORDERS that counsel’s motion record for a Costs Motion shall disclose and set out with supporting detail and documentation:

- (a) an itemized description of amounts claimed in remuneration or reimbursement of policyholder committee members;

- (b) an itemized description of each activity performed by counsel, counsel's time spent on such activities and the counsel fees and disbursements being claimed for each activity, along with a copy of applicable time entries;
- (c) an itemized description of each activity performed by experts consulted by counsel or the policyholder committee, each expert's time spent on such activities and the expert fees and disbursements being claimed for each activity, along with a copy of applicable time entries; and
- (d) an itemized description of any other amounts claimed.

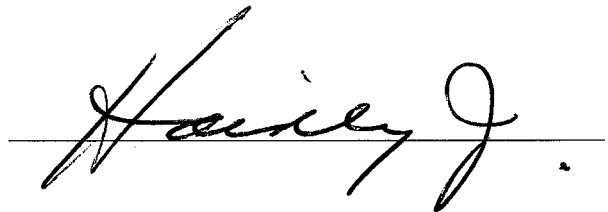
25. THIS COURT ORDERS that the Company may, within five days of being served with the motion materials for a Costs Motion, serve on counsel for the policyholder committees and file with this court a responding record and factum for the Costs Motion.

26. THIS COURT ORDERS that other than for experts engaged by mutual agreement of the Company and the policyholder committees, any amounts claimed in respect of an expert (including without limitation any actuary, valuation expert or financial market expert) may only be claimed under section 11 of the *Conversion Regulations* if an appointed counsel retains the expert and notifies the Company and this court of such expert's name, contact information and the purposes for which the expert is retained before the expert performs any work for which payment from the Company may be sought. Within five days of receipt of such notification, if the Company objects to the proposed expert performing work for which payment will be sought from the Company, the Company must serve on notifying counsel and file motion materials setting out such objections, to which notifying counsel may serve responding materials.

27. THIS COURT ORDERS that, at the end of the period of appointment of counsel to the eligible policyholders, this court may on its own motion or on a motion of the Company review the reasonableness of all amounts claimed and made payable pursuant to section 11 of the *Conversion Regulations* and revise the amounts payable and, if necessary, order such amounts repaid to the Company.

Court Oversight Over Negotiation Process

28. THIS COURT ORDERS that this court reserves continuing jurisdiction over this proceeding, the Company, eligible policyholders and counsel for the policyholders in respect of the matters referenced in sections 7, 8, 9, 10 and 11 of the *Conversion Regulations*, and any other matters relating the efficiency, transparency and fairness of the negotiations in section 12 of the *Conversion Regulations*.

A handwritten signature in cursive script, appearing to read "Haisley J.", is written over a horizontal line.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

JUL 15 2016

PER / PAR:

A small, stylized handwritten signature or mark is written next to the "PER / PAR:" label.

SCHEDULE A – NOTICE OF COUNSEL APPLICATION PROCESS

Independent Counsel to Act for Policyholders in Demutualization

The Economical Mutual Insurance Company (“Economical”), a large Canadian property and casualty insurer, is in the process of converting from a mutual to a stock company with shareholders. The framework for demutualization is contained in the *Mutual Property and Casualty Insurance Company with Non-mutual Policyholders Conversion Regulations* (SOR/2015-168). The regulations provide for the appointment of independent counsel to represent each of two classes of eligible policyholders of Economical in negotiations over the allocation of financial benefits from the demutualization.

Members of the Ontario bar with experience in financial, corporate, securities or mediation and arbitration law, in particular with respect to the demutualization or restructuring of financial institutions, and who are free of conflicts of interest, are invited to apply to represent either of the two classes: the eligible mutual policyholders or eligible non-mutual policyholders.

For more information go to joininourfuture.com

The deadline for interested counsel to apply is August 5, 2016.

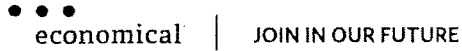


economical



JOIN IN OUR FUTURE

SCHEDULE B – MUTUAL POLICYHOLDER COMMITTEE APPLICATION FORM



**APPLICATION TO SERVE ON THE MUTUAL
POLICYHOLDER COMMITTEE FOR DEMUTUALIZATION**

Only complete this form if you are an eligible mutual policyholder of Economical

See the “Instructions for Completing Application for Policyholder Committee” for assistance in completing this form

1. YOUR BACKGROUND AND QUALIFICATIONS

Contact Information

First name		Last name	
Your Login ID (see letter sent to you with the demutualization notice)			
Mailing address	(street)	(city or town)	(province) (postal code)
Phone (preferred)		Email	

Education and Relevant Employment History

List relevant credentials and experience relating to demutualization, negotiations, business and financial affairs or insurance:
(e.g. financial services industry leadership roles; multi-party, high-value negotiations; corporate restructurings)

Degree(s)/diploma(s) and dates obtained:
Professional designations (e.g. CA, CFA, FCIP)
Relevant employment
Employer 1: _____ Dates: _____
Role description: _____
Employer 2: _____ Dates: _____
Role description: _____
Employer 3: _____ Dates: _____
Role description: _____
Employer 4: _____ Dates: _____
Role description: _____
Other relevant experience (Attach additional pages if necessary)



Only complete this form if you are an eligible mutual policyholder

Reasons for Applying

State reasons for applying to the mutual policyholder committee and why you believe you can make a positive contribution. Attach additional pages if necessary.

2. RELATIONSHIPS WITH ECONOMICAL

Indicate all relationships you have with Economical Mutual Insurance Company or its member companies. Check all that apply

I currently hold a mutual policy

I am or was an employee, officer or director of Economical

Last position held: _____ Date left: _____

I have a business relationship with Economical (e.g. insurance broker)

Nature of relationship _____

I have some other direct or indirect relationship with Economical (e.g. spouse or relative is employed by or has a relationship)

Nature of relationship _____

Only complete this form if you are an eligible mutual policyholder

3. OTHER RELEVANT RELATIONSHIPS

Your Relationships with Other Insurance Companies

Indicate all relationships you have with other insurance companies (excluding holding a policy). Check all that apply

- I am or was an employee, officer or director of another insurance company

Insurance company	_____
Last position held:	_____
Date left:	_____

- I have a business relationship with another insurance company (e.g. insurance broker)

Nature of relationship and name of insurance company::	_____
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- I have some other direct or indirect relationship with another insurance company (e.g. spouse or relative is employed by or has a relationship)

Nature of relationship and name of insurance company::	_____
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- None

Other Actual or Potential Interests that Conflict with Economical

Indicate any other relationships that may create an actual or potential conflict with Economical. Check all that apply

- I have a relationship with a person or entity that may consider or has considered purchasing the shares or a majority of the assets of Economical or its successors or assigns

Nature of relationship:	_____
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- I have a relationship with a person or entity that is acting against or has an interest that is adverse to Economical

Nature of relationship:	_____
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- I have another actual or potential interest that conflicts with Economical

Nature of actual/potential conflict:	_____
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Only complete this form if you are an eligible mutual policyholder

Other Actual or Potential Interests that Conflict with Other Eligible Mutual Policyholders

Do you have any other relationships that may create an actual or potential conflict with the other eligible mutual policyholders as a group?

Yes (*please explain*). Attach additional pages if necessary.

No

4. OTHER COMMENTS

Is there anything else you believe would be relevant to your application for the mutual policyholder committee? Attach additional pages if necessary.

5. SIGNATURE

By submitting this Application Form, I certify that the information I have provided here is true and complete. I also agree to advise **[Law firm]**, counsel to the eligible mutual policyholders, of any significant changes to this information as soon as possible.

I consent and acknowledge that (1) my name will be posted on Economical’s demutualization website; (2) I may be contacted by legal counsel to the eligible mutual policyholders; (3) this form or its contents may be shared with **[law firm]**, Economical and filed with the court (becoming public); and (4) if Economical determines such information is relevant to the appointment of policyholder committees or the demutualization process, personal information about me in Economical’s records may be shared with **[law firm]** and filed with the court (becoming public). Such personal information may include policy details, claims history or any additional connections with Economical (e.g. employment history).

Applicant’s Signature: _____

Date: _____
(Day, Month, Year)

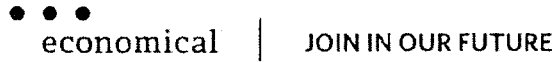
The **APPLICATION DEADLINE** is **[DATE]**. Applications received after the deadline will not be considered.

Submit your completed and signed application by email or mail to:

[Counsel’s Name]
[Counsel’s Law Firm]
Email: **[Counsel’s email address]**
Mail: **[Counsel’s Address]**

Please direct any questions to **[Name of counsel]** at the address above or by calling **[Counsel’s phone number]**.

SCHEDULE B – NON-MUTUAL POLICYHOLDER COMMITTEE APPLICATION FORM



**APPLICATION TO SERVE ON THE NON-MUTUAL
POLICYHOLDER COMMITTEE FOR DEMUTUALIZATION**

Only complete this form if you are an eligible non-mutual policyholder

See the “Instructions for Completing Application for Policyholder Committee” for assistance in completing this form

1. YOUR BACKGROUND AND QUALIFICATIONS

Contact Information

First name		Last name	
Your Login ID (see letter sent to you with the demutualization notice)			
Mailing address	(street)	(city or town)	(province) (postal code)
Phone (preferred)		Email	

Education and Relevant Employment History

List relevant credentials and experience relating to demutualization, negotiations, business and financial affairs or insurance:
(e.g. financial services industry leadership roles; multi-party, high-value negotiations; corporate restructurings)

Degree(s)/diploma(s) and dates obtained:
Professional designations (e.g. CA, CFA, FCIP)
Relevant employment Employer 1: _____ Dates: _____ Role description: _____ Employer 2: _____ Dates: _____ Role description: _____ Employer 3: _____ Dates: _____ Role description: _____ Employer 4: _____ Dates: _____ Role description: _____
Other relevant experience (Attach additional pages if necessary)



Only complete this form if you are an eligible non-mutual policyholder

Reasons for Applying

State reasons for applying to the non-mutual policyholder committee and why you believe you can make a positive contribution. Attach additional pages if necessary.

2. RELATIONSHIPS WITH ECONOMICAL

Indicate all relationships you have with Economical Mutual Insurance Company or its member companies. Check all that apply

I currently hold a non-mutual policy

I am or was an employee, officer or director of Economical
Last position held: _____ Date left: _____

I have a business relationship with Economical (e.g. insurance broker)
Nature of relationship: _____

I have some other direct or indirect relationship with Economical (e.g. spouse or relative is employed by or has a relationship)
Nature of relationship: _____



Only complete this form if you are an eligible non-mutual policyholder

3. OTHER RELEVANT RELATIONSHIPS

Your Relationships with Other Insurance Companies

Indicate all relationships you have with other insurance companies (excluding holding a policy). Check all that apply

- I am or was an employee, officer or director of another insurance company

Insurance company	_____
Last position held:	_____
Date left:	_____

- I have a business relationship with another insurance company (e.g. insurance broker)

Nature of relationship and name of insurance company:	_____
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- I have some other direct or indirect relationship with another insurance company (e.g. spouse or relative is employed by or has a relationship)

Nature of relationship and name of insurance company:	_____
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- None

Other Actual or Potential Interests that Conflict with Economical

Indicate any other relationships that may create an actual or potential conflict with Economical. Check all that apply

- I have a relationship with a person or entity that may consider or has considered purchasing the shares or a majority of the assets of Economical or its successors or assigns

Nature of relationship:	_____
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- I have a relationship with a person or entity that is acting against or has an interest that is adverse to Economical

Nature of relationship:	_____
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- I have another actual or potential interest that conflicts with Economical

Nature of actual/potential conflict:	_____
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Only complete this form if you are an eligible non-mutual policyholder

Other Actual or Potential Interests that Conflict with Other Eligible Non-Mutual Policyholders

Do you have any other relationships that may create an actual or potential conflict with the other eligible non-mutual policyholders as a group?

Yes (*please explain*). Attach additional pages if necessary.

No

4. OTHER COMMENTS

Is there anything else you believe would be relevant to your application for the non-mutual policyholder committee? Attach additional pages if necessary.

5. SIGNATURE

By submitting this Application Form, I certify that the information I have provided here is true and complete. I also agree to advise [law firm], counsel to the eligible non-mutual policyholders, of any significant changes to this information as soon as possible.

I consent and acknowledge that (1) my name will be posted on Economical’s demutualization website; (2) I may be contacted by legal counsel to the eligible non-mutual policyholders; (3) this form or its contents may be shared with [law firm], Economical and filed with the court (becoming public); and (4) if Economical determines such information is relevant to the appointment of policyholder committees or the demutualization process, personal information about me in Economical’s records may be shared with [law firm] and filed with the court (becoming public). Such personal information may include policy details, claims history or any additional connections with Economical (e.g. employment history).

Applicant’s Signature: _____

Date: _____
(Day, Month, Year)

The **APPLICATION DEADLINE** is [DATE]. Applications received after the deadline will not be considered.

Submit your completed and signed application by email or mail to:

[Counsel’s Name]
[Counsel’s Law Firm]
Email: [Counsel’s email address]
Mail: [Counsel’s Address]

Please direct any questions to [Name of counsel] at the address above or by calling [Counsel’s phone number].



**DEMANDE DE CANDIDATURE POUR LE COMITÉ DE SOUSCRIPTEURS
DE POLICES NON MUTUELLES POUR LA DÉMUTUALISATION**

Vous ne devez remplir ce formulaire que si vous êtes un souscripteur admissible d'une police non mutuelle
Pour plus de renseignements sur comment remplir cette demande, consultez les « Instructions concernant la demande de candidature pour un comité de souscripteurs de polices ».

1. RENSEIGNEMENTS PERSONNELS ET QUALIFICATIONS

Coordonnées

Prénom		Nom	
Votre nom d'utilisateur (se trouve sur la lettre qui vous a été envoyée avec l'avis de démutualisation)			
Adresse postale	(rue)	(ville)	(province) (code postal)
Numéro de téléphone (préférence)		Adresse courriel	

Scolarité et historique d'emploi pertinent

Indiquez vos diplômes ainsi que vos expériences connexes à la démutualisation, la négociation, les affaires commerciales ou financières, ou l'assurance :

(p. ex., un rôle de direction dans l'industrie de services financiers; des négociations importantes entre plusieurs parties; des restructurations d'entreprise)

Diplômes et dates d'obtention :
Titres professionnels (p. ex., CA, CFA, FPAA)
Emplois pertinents
Employeur 1 : _____ Dates : _____
Description du rôle : _____
Employeur 2 : _____ Dates : _____
Description du rôle : _____
Employeur 3 : _____ Dates : _____
Description du rôle : _____
Employeur 4 : _____ Dates : _____
Description du rôle : _____
Autre expérience pertinente (joignez des pages supplémentaires au besoin)



Vous ne devez remplir ce formulaire que si vous êtes un souscripteur admissible d'une police non mutuelle

Motifs pour la demande de candidature

Indiquez les raisons pour lesquelles vous voulez siéger au comité de souscripteurs de polices non mutuelles ainsi que les raisons pour lesquelles vous pensez pouvoir apporter une contribution positive. Veuillez joindre des pages supplémentaires au besoin.

2. LIENS AVEC ECONOMICAL

Indiquez tous les liens que vous avez avec Economical, Compagnie Mutuelle d'Assurance ou ses compagnies membres. Cochez toutes les cases qui s'appliquent.

- Je détiens actuellement une police non mutuelle

- Je suis ou j'étais un employé, un dirigeant ou un directeur principal d'Economical
Dernier poste : _____ Date de départ : _____

- J'ai une relation d'affaires avec Economical
(p. ex., courtier d'assurance)
Nature du lien : _____

- J'ai un autre lien direct ou indirect avec Economical
(p. ex., mon conjoint ou un membre de ma famille travaille pour Economical ou a un lien avec cette dernière)
Nature du lien : _____



Vous ne devez remplir ce formulaire que si vous êtes un souscripteur admissible d'une police non mutuelle

3. AUTRES LIENS PERTINENTS

Vos liens avec d'autres compagnies d'assurance

Indiquez tous les liens que vous avez avec d'autres compagnies d'assurance (à l'exception de la détention d'une police). Cochez toutes les cases qui s'appliquent.

- Je suis ou j'étais un employé, un dirigeant ou un directeur principal d'une autre compagnie d'assurance
- Compagnie d'assurance : _____
- Dernier poste : _____ Date de départ : _____
- J'ai une relation d'affaire avec une autre compagnie d'assurance
(p. ex., courtier d'assurance)
- Nature du lien et nom de la compagnie d'assurance : _____
- J'ai un autre lien direct ou indirect avec une autre compagnie d'assurance
(p. ex., mon conjoint ou un membre de ma famille travaille pour la compagnie d'assurance ou a un lien avec celle-ci)
- Nature du lien et nom de la compagnie d'assurance : _____
- Aucun

Autres intérêts qui entrent en conflit réel ou possible avec Economical

Indiquez tous les liens qui peuvent créer une situation de conflit d'intérêts réel ou possible avec Economical. Cochez toutes les cases qui s'appliquent.

- J'ai un lien avec une personne ou une entité qui pourrait considérer ou qui a considéré acheter des actions ou une majorité des actifs d'Economical ou de ses successeurs ou ayants droit.
- Nature du lien : _____
- J'ai un lien avec une personne ou une entité qui agit contre Economical ou qui a des intérêts opposés à cette dernière.
- Nature du lien : _____
- J'ai d'autres intérêts qui créent une situation de conflit d'intérêts réel ou possible avec Economical.
- Nature du conflit réel ou possible : _____



Vous ne devez remplir ce formulaire que si vous êtes un souscripteur admissible d'une police non mutuelle

Autres intérêts qui entrent en conflit réel ou possible avec d'autres souscripteurs admissibles de polices non mutuelles

Avez-vous d'autres liens qui pourraient créer une situation de conflit d'intérêts réel ou possible avec les autres souscripteurs admissibles de polices non mutuelles en tant que groupe?

Oui (*veuillez préciser*). Veuillez joindre des pages supplémentaires au besoin.

Non

4. AUTRES COMMENTAIRES

Avez-vous d'autres commentaires pertinents à votre demande de candidature pour le comité de souscripteurs de polices non mutuelles? Veuillez joindre des pages supplémentaires au besoin.

5. SIGNATURE

En soumettant cette demande de candidature, j'atteste que les renseignements fournis sont exacts et complets. J'accepte également d'informer **[cabinet d'avocats]**, conseiller juridique des souscripteurs admissibles de polices non mutuelles, de tout changement important à ces renseignements dans les plus brefs délais.

J'accepte et je reconnais que (1) mon nom sera affiché sur le site Web d'Economical portant sur la démutualisation; (2) le conseiller juridique des souscripteurs admissibles de polices non mutuelles pourra communiquer avec moi; (3) cette demande et son contenu pourront être partagés avec **[cabinet d'avocats]** et Economical, et être déposés auprès du tribunal (devenant ainsi publics); et (4) si Economical détermine que ces renseignements sont pertinents à la nomination de comités de souscripteurs de polices ou au processus de démutualisation, mes renseignements personnels dans les dossiers d'Economical pourront être partagés avec **[cabinet d'avocats]** et déposés auprès du tribunal (devenant ainsi publics). Ces renseignements personnels peuvent comprendre des détails sur ma police, l'historique de réclamations ou tout autre lien avec Economical (p. ex., historique d'emploi).

Signature du demandeur : _____

Date : _____
(*jour, mois, année*)

La **DATE D'ÉCHÉANCE POUR LA DEMANDE DE CANDIDATURE** est le **[DATE]**. Aucune demande reçue après cette date ne sera étudiée.

Envoyez votre demande remplie et signée par courriel ou par la poste à :

[Nom du conseiller juridique]

[Cabinet du conseiller juridique]

Adresse courriel : **[adresse courriel du conseiller juridique]**

Adresse postale : **[adresse postale du conseiller juridique]**

Pour toute question, veuillez communiquer avec **[nom du conseiller juridique]** à l'adresse ci-dessus ou en composant le **[numéro de téléphone du conseiller juridique]**.

SCHEDULE C – NOTICE OF POLICYHOLDER COMMITTEE APPLICATION PROCESS

[EMAIL TO ALL PERSONS WHO SIGNED UP FOR DEMUTUALIZATION UPDATES]

The application process is now open for eligible policyholders to apply to be on a policyholder committee that will negotiate how to allocate (or divide up) the financial benefits that result from Economical's demutualization.

Eligible mutual policyholders may apply to be on the mutual policyholder committee and eligible non-mutual policyholders may apply to be on the non-mutual policyholder committee. Applicants must not have any interest that is in conflict with that of the eligible policyholders they seek to represent and must not be an officer, employee or related party of Economical. Applicants should provide details about their experience in negotiations, business and financial affairs, together with relevant details regarding their relationship with Economical and any other insurance company.

Only eligible policyholders will qualify and should already have received a letter informing them of their eligibility. Do not apply if you are not an eligible policyholder.

The deadline to apply is [Date]. Applications received after that date may not be considered.

Any interested eligible policyholder must complete an application and send it by email or mail to the lawyers appointed to represent eligible policyholders:

**For applicants to the mutual
policyholder committee**

[Lawyer Name], [Firm Name]
Email: [email]
Mail: [address]

**For applicants to the non-mutual
policyholder committee**

[Lawyer Name], [Firm Name]
Email: [email]
Mail: [address]

[Join in Our Future]

SCHEDULE C – NOTICE OF POLICYHOLDER COMMITTEE APPLICATION
PROCESS



economical

| JOIN IN OUR FUTURE

Policyholder Committees in Economical's Demutualization

The Economical Mutual Insurance Company, one of Canada's leading property and casualty insurers, has begun a process to become a public company. As part of the process, two policyholder committees representing eligible mutual policyholders and non-mutual policyholders will be appointed to negotiate how the financial benefits of demutualization should be allocated.

"Eligible" policyholders are invited to apply to serve on one of these policyholder committees. Applicants must not have any interest that is in conflict with that of the eligible policyholders they seek to represent and must not be an officer, employee or related party of Economical. Applicants should provide details about their experience in negotiations, business and financial affairs, together with relevant details regarding their relationship with Economical and any other insurance company.

Only eligible policyholders of Economical will qualify and should already have received a letter informing them of their eligibility.

For more information on whether you are an eligible policyholder and a copy of the application form visit joininourfuture.com.

The deadline to apply to a policyholder committee is [Date]. All applications **must** be sent to the lawyers appointed by the Court to represent eligible policyholders:

For applicants to the mutual
policyholder committee

[Lawyer Name], [Firm Name]

Email: [email]

Mail: [address]

For applicants to the non-mutual
policyholder committee

[Lawyer Name], [Firm Name]

Email: [email]

Mail: [address]

ECONOMICAL MUTUAL INSURANCE COMPANY
Applicant

Commercial List Court File No. CV-16-11425-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT TORONTO

ORDER

OSLER, HOSKIN & HARCOURT LLP
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Toronto ON M5X 1B8

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Lawyers for the Applicant,
Economical Mutual Insurance Company