

NOTICE OF ANNUAL MEETING OF MEMBERS TO BE HELD JUNE 1, 2017

To WCRA Members:

The Annual Meeting of Members (Annual Meeting) of the Workers' Compensation Reinsurance Association (WCRA) will be held on **Thursday, June 1, 2017** at the **Securian** building at **400 Robert Street North, St. Paul, Minnesota**. (The meeting room is on the first floor, room 140.) Registration will begin at 7:45 a.m., breakfast will be available beginning at 8 a.m., and the meeting will convene at 8:30 a.m. The following items are on the agenda:

1. Approval of the minutes of the Annual Meeting held on June 9, 2016.
2. Election of one insurer and one self-insurer representative to the WCRA Board of Directors.
3. Announcement of the Commissioner of Labor and Industry's appointment of one employee representative to the WCRA Board of Directors.
4. A report from management on the Association's 2016 operations.
5. Transaction of such other business as may properly come before the meeting.

Voting: Each member of the WCRA is entitled to a weighted vote on matters coming before the Annual Meeting based on the member's exposure base during the most recent calendar year for which the exposure base data is available. Votes may be cast by members either by proxy or at the Annual Meeting. Members with no exposure base or with a negative exposure base are not entitled to vote. A report on members' weighted votes will be presented at the Annual Meeting for use in determining a quorum and the weighted vote of each member. Member representatives with proper credentials may 1) cast their votes on all matters in person at the Annual Meeting, 2) execute the enclosed ballot to cast their votes for the insurer or self-insurer director to be elected, or 3) execute the enclosed proxy and mail it to the WCRA in the envelope provided. The Plan of Operation provides that members not voting in person, by ballot, or by proxy will be deemed to have authorized the proxy holders designated by the Board of Directors to vote on their behalf on any matters voted on at the Annual Meeting. Cumulative voting is prohibited. *(over)*

Elections: According to the WCRA Plan of Operation, only candidates who have been nominated by the Insurer Nominating Committee and the Self-Insurer Nominating Committee and whose names have been submitted to the Commissioner of Labor and Industry may be elected as insurer and self-insurer representatives on the WCRA Board of Directors.

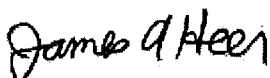
The Insurer Nominating Committee has nominated **Michael Thoma** and the Self-Insurer Nominating Committee has nominated **James Oukrop** for three-year terms on the Board. Both nominations have been approved by the Commissioner of Labor and Industry.

Ballots, Credentials, and Proxies: Ballots, credentials, and proxies are sent to the contact of each member with an exposure base greater than zero. Members with a zero or negative exposure base receive only the meeting notice. All member representatives who are eligible to vote and who are attending the Annual Meeting must either mail a credentials form to the WCRA or bring a copy of the credentials form to the Annual Meeting to register. If you do not plan to be represented at the Annual Meeting, you may cast your ballot for the election of the self-insurer or insurer director, as applicable, by returning the enclosed ballot. You may also execute the enclosed proxy and mail it to the WCRA in the enclosed envelope. **Please mail the appropriate forms by May 25, 2017.**

Affiliated Companies: Minn. Stat. § 79.34 states that “all affiliated companies within a holding company system . . . are considered a single entity for purposes of the exercise of all rights and duties of membership in the reinsurance association . . .” Such rights and duties include voting at the Annual Meeting. **Ballots and proxies for affiliated insurance companies are sent only to the main contact for the group of affiliated companies.**

Rules: The Annual Meeting will be conducted in accordance with the Association’s “Rules for Conduct of Members’ Meetings and Voting Procedures to be Followed During Annual Meeting of Members.” These documents are available online at www.wcra.biz.

Any questions concerning the Annual Meeting and voting procedures should be directed to Eva McClellan at 651-229-1833 or e.mcclellan@wcra.biz.



James A. Heer
President and Chief Executive Officer