

**SEAL BEACH MUTUAL NUMBER FIVE****SHAREHOLDERS' MEETING****Proxy Card/Form**

WHEREAS, the Shareholders of the Corporation have been duly notified of the Annual or Special Meeting of the Shareholders of the Corporation, and the Shareholders have been furnished with a proxy card/form which gives the Shareholder the opportunity to appoint a proxy holder as his or her lawful agent for the purpose of voting on the election of directors or on matters that may come before the membership at the meeting; and

WHEREAS, the Shareholder of the Corporation may appoint another Shareholder of the same Mutual or the Secretary of the Corporation as their proxy holder by writing "the person's name" or "Secretary" on the proxy card/form; and

WHEREAS, the Shareholder of the Corporation may designate "Quorum purposes only" by checking the box so indicated on the proxy card/form, for which the proxy card/form will be used to constitute a quorum at the Annual Meeting of Shareholders, but not for voting purposes on the election of directors or on matters that come before the membership at the meeting.

BE IT RESOLVED THAT, it is the will of the Board of Directors that the Secretary of the Corporation shall act in conformity with the direction of the Board of Directors while in the capacity of proxy holder for a Shareholder of the Corporation; and

BE IT RESOLVED THAT, the Secretary of the Corporation shall be the proxy holder, by default, if the Shareholder fails to appoint a proxy holder; and

BE IT RESOLVED THAT, in the event the Board of Directors fails to make a resolution, or give other direction by a motion as to the manner in which the Secretary of the Corporation shall vote as the proxy holder for the election of directors, then the Secretary of the Corporation is authorized to vote the proxies herein described in a manner that distributes an equal number of votes being cast among all candidates listed on the slate of candidates presented by the Mutual's Nominating Committee; and

**1. Proxy Card/Form:**

- 1.1. BE IT FURTHER RESOLVED that, in the event the Secretary of the Corporation fails to attend the Annual or Special Meeting of the Mutual, the President of the Mutual Corporation shall act in the Secretary's stead for the election of directors or on matters that come before the membership at the meeting.

<b>Document History</b>					
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