

WEST VIRGINIA MUTUAL INSURANCE COMPANY
500 Virginia Street, East
Suite 1200
Charleston, West Virginia 25301

Notice of Annual Meeting of Members

TIME 10:00 a.m. on May 1, 2019

PLACE Corporate Offices
West Virginia Mutual Insurance Company
500 Virginia Street, East
Suite 1200
Charleston, West Virginia 25301

ITEMS OF BUSINESS

- 1) The election of three seats on the Company's Board of Directors to serve terms beginning July 1, 2019, through June 30, 2023; and,
- 2) The election of one Director to fill an unexpired term on the Company's Board of Directors ending June 30, 2021; and,
- 3) To transact such other business as may properly come before the meeting. The Board of Directors presently knows of no other business to address at the Company's Annual Meeting.

RECORD DATE Only those insured Members of the West Virginia Mutual Insurance Company of record at the close of business on March 15, 2019, shall be entitled to notice and to vote at the meeting.

PROXY VOTING It is important that your interests be represented and voted at the meeting. At least 20% of the Company's Members are required to attend in person or by proxy for a quorum. Your participation or proxy is important. Please MARK, SIGN, DATE and PROMPTLY RETURN the enclosed proxy card in the postage-paid envelope. You may revoke your proxy at any time prior to its exercise at the meeting.

March 27, 2019 R. Austin Wallace, M.D.
Chairman, President and Chief Executive Officer

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Proxy Statement

Introduction

This Proxy Statement is furnished by the West Virginia Mutual Insurance Company (the “Mutual” or the “Company”) in conjunction with the solicitation by its Proxy Committee of proxies to be voted at the Annual Meeting of the Members of the Mutual and at any adjournment or postponement thereof. You are invited to attend the Mutual’s Annual Meeting of Members on May 1, 2019, beginning at 10:00 a.m. The meeting will be held at the corporate offices of the Mutual at 500 Virginia Street East, Suite 1200, Charleston, WV 25301. At the meeting, the Members of the Mutual will consider and vote upon:

- The election of three seats on the Mutual’s Board of Directors to serve terms from July 1, 2019, through June 30, 2023; and,
- The election of one Director to fill an unexpired term on the Board of Directors ending June 30, 2021; and,
- To transact such other business as may properly come before the meeting. The Board of Directors presently knows of no other business to address at the Company’s Annual Meeting.

Members Entitled to Vote

For this Annual Meeting, all insured physicians of record at the close of business on March 15, 2019, are deemed to be “Members” of the Mutual. Only Members are entitled to receive this notice and to vote at the Annual Meeting. Each physician Member is entitled to one vote on each matter properly brought before the Annual Meeting.

Voting Methods

Your vote is important. There are two available methods for casting your vote:

Voting By Mail

Members of record may vote their proxies by mail. Proxies may be revoked at any time before they are exercised by:

- (1) written notice to the Secretary of the Mutual; or,
- (2) timely delivery of a valid, later-dated proxy; or,
- (3) voting in person at the Annual Meeting.

If you choose to vote by mail, simply mark your proxy, date and sign it, and return it to us in the postage-paid envelope provided. **Your proxy must be received by the Mutual by April 30, 2019.** Please vote promptly.

Voting at the Annual Meeting

You may also vote in person at the Annual Meeting. Sending your proxy now will in no way limit your ability to vote at the Annual Meeting if you later decide to attend in person.

All proxies not revoked will be counted at the Annual Meeting in accordance with your instructions. If you sign your proxy card but do not give voting instructions, the votes represented by that proxy will be voted as recommended by the Proxy Committee.

Voting on Other Matters

If any other matters are properly presented at the Annual Meeting for consideration, the person named in the enclosed proxy form will have the discretion to vote on those matters for you. At the date this Notice of Annual Meeting went to press, the Board of Directors did not know of any other matters to be raised at the Annual Meeting.

Required Vote

The presence, in person or by proxy, of one-fifth of the Mutual’s Members entitled to vote at the Annual Meeting is necessary to constitute a quorum. Abstentions are counted as present and entitled to vote for purposes of determining a quorum.

A plurality of the votes cast is required for the election of Directors. Abstentions are not counted for purposes of the election of Directors.

In the election of Directors, Members cast one vote for each nominee. Members do not have the right to cumulate their votes for the election of Directors.

Cost of Proxy Solicitation

The Mutual's Proxy Committee will pay the expenses of soliciting proxies. The Proxy Committee has authorized proxies to be solicited on behalf of it and the Mutual by Directors, officers or employees in person or by telephone, electronic transmission or facsimile transmission.

Election of Directors

Annual Board of Director Elections

At each Annual Meeting of Members, successors to the class of Directors whose terms expire in that given year are elected or re-elected to a term of four years. The Directors elected at the 2019 Annual Meeting shall commence his or her term on July 1, 2019, with said term ending on June 30, 2023.

At this Annual Meeting there will also be an election of an individual to fill the unexpired term of Robert L. Wheeler, M.D., who resigned his Board seat in 2018. His term will expire on June 30, 2021.

Commencement of Term

Each Director elected at the 2019 Annual Meeting shall commence his or her term on July 1, 2019.

Qualifications of Directors

The Mutual's Bylaws set forth the required number and qualifications for positions on its Board of Directors. The Mutual's Board is composed of 11 Directors, six of whom must be physicians. The Mutual's Bylaws also set forth certain qualifications for persons to be elected. Two classes are involved in this year's election:

- One class of Directors involved in this election requires that two Directors must be persons

with general knowledge and experience in business management who are officers and employees of the Mutual and who are responsible for the daily management of the Mutual. Both Directors of this class are to be elected at this Annual Meeting. The two Directors in this class nominated by the Company's Nominating Committee are R. Austin Wallace, M.D., and Tamara D. Huffman, CPCU. Dr. Wallace is a current Director and serves as the Chairman of the Board, President and Chief Executive Officer of the Company. Ms. Huffman is also a current Director and serves as the Executive Vice President and Chief Operating Officer of the Company.

- The second class of Directors involved in this election requires that physician Directors must be a physician member licensed to practice in West Virginia by the Board of Medicine or Board of Osteopathy, including at least one general practitioner and one specialist. The seat previously held by Dr. Robert L. Ghiz as a specialty physician will become available this term. The individual nominated by the Company's Nominating Committee to fill this seat is Dr. Steven C. Lochow. Dr. Lochow is an orthopaedic surgeon practicing in Huntington, West Virginia. If elected, this will be his first term on the Board.

Finally, there is one Director to be elected to serve out the remaining term of a Board vacancy created by the resignation of a Director. Robert L. Wheeler, M.D. resigned his Board seat in 2018. Dr. Wheeler was elected as a specialty physician, and the physician that fills his seat will serve the remainder of his term from July 1, 2019, to June 30, 2023. The individual nominated by the Company's Nominating Committee to fill this seat is Dr. Dara P. Aliff. Dr. Aliff is an obstetrician-gynecologist practicing in Charleston, West Virginia. If elected, this will be Dr. Aliff's first Board service with the Company.

Nominations for Directors by Members

Pursuant to the Mutual's Bylaws, any nominations for Directors may be made by 5% of the Members in good standing for consideration at the Annual Meeting, if such nomination is made in writing and filed with the Secretary of the Mutual **no less than 40 days before the date of the Annual Meeting of Members**. If this procedure is not followed, such nomination will not be brought properly before the meeting and will not be presented for Member consideration.

To date, no Director nominations by Members have been received by the Secretary, and at this time neither the Board nor the Proxy Committee know of any other business to be considered at the Annual Meeting.

Nominees for Director

Four Directors are to be elected at the 2019 Annual Meeting.

As previously stated, the Nominating Committee and the Board of Directors have proposed the following nominees for election as Directors:

- For terms expiring June 30, 2023:
 - Tamara D. Huffman, CPCU
 - Steven C. Lochow, M.D.
 - R. Austin Wallace, M.D.
- For the unexpired term ending June 30, 2021:
 - Dara P. Aliff, D.O.

The Mutual expects the nominees for election as Directors to be able to serve if elected. If any nominee is not able to serve, the proxies may be voted for a substitute nominee. Each nominee, if elected as Director, will continue in office until his or her successor has been elected, or until his or her death or resignation.

The Mutual's Proxy Committee and Board recommend a vote FOR the nominees for election as Director.

A Member's signature and return of the enclosed proxy card to the Mutual will be interpreted as an indication to vote for the election of the four nominees unless otherwise indicated that said vote should be withheld from, or cast against, any such nominee.

The principal occupation and certain other information about each nominee is set forth on the following page.

Table of Nominees for Director

NOMINEES FOR DIRECTOR TERMS BEGINNING IN 2019 AND EXPIRING IN 2023

NAME	CATEGORY OF REPRESENTATION
<p>Tamara D. Huffman, CPCU</p> <p><i>Ms. Huffman has served as a Director since the Company's inception. She serves as the Mutual's Executive Vice President and Chief Operating Officer and has held both positions since the Company began operations. Ms. Huffman also played an active role in the formation of the Company.</i></p>	<p>This Director is one of the Directors who must be a person with general knowledge and experience in business management who is responsible for the daily management of the Company. The term will be July 1, 2019, through June 30, 2023.</p>
<p>Steven C. Lochow, M.D.</p> <p><i>Dr. Lochow is a board certified orthopaedic surgeon practicing in Huntington, West Virginia since 2008. He received a Bachelor of Chemical Engineering from the University of Dayton and is a graduate of Marshall University School of Medicine. He completed his residency in orthopaedic surgery in Greenville, South Carolina, and an orthopaedic trauma fellowship at Duke University Medical Center. If elected, this will be his first term on the Board.</i></p>	<p>This Director is one of the six Directors who must be a physician member licensed to practice in West Virginia by the Board of Medicine or Board of Osteopathy, including at least one general practitioner and one specialist. The term will be July 1, 2019, through June 30, 2023.</p>
<p>R. Austin Wallace, M.D.</p> <p><i>Dr. Wallace has served as a Director since the Company's inception. He serves as the Mutual's Chairman, President and Chief Executive Officer. Prior to joining the Mutual he practiced medicine for over 30 years as an otolaryngologist and played an active role in the formation of the Company.</i></p>	<p>This Director is one of the Directors who must be a person with general knowledge and experience in business management who is responsible for the daily management of the Company. The term will be July 1, 2019, through June 30, 2023.</p>

NOMINEE FOR THE UNEXPIRED DIRECTOR TERM EXPIRING IN 2021

NAME	CATEGORY OF REPRESENTATION
<p>Dara P. Aliff, D.O.</p> <p><i>Dr. Aliff is a board certified obstetrician-gynecologist practicing in Charleston, West Virginia. She received her Bachelor of Science from Marshall University and her doctorate in Osteopathic Medicine from the West Virginia School of Osteopathic Medicine. Her internship and residency were completed at Charleston Area Medical Center. After spending 3 years in a teaching position with WVU, she moved to private practice where she has been for the past 12 years. If elected, this will be Dr. Aliff's first Board service with the Company and she will serve the remaining term of Dr. Robert L. Wheeler.</i></p>	<p>This Director will complete the unexpired term for one of the six Directors who must be a physician member licensed to practice in West Virginia by the Board of Medicine or Board of Osteopathy, including at least one general practitioner and one specialist. The term will be through June 30, 2021.</p>