



8th Floor, 100 University Avenue  
 Toronto, Ontario M5J 2Y1  
 www.computershare.com

Security Class

Holder Account Number

Fold

## Form of Proxy - Annual Meeting to be held on May 8, 2019

### This Form of Proxy is solicited by and on behalf of Management.

#### Notes to proxy

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this form of proxy. If you are voting on behalf of a corporation or another individual you must sign this form of proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this form of proxy.
3. This form of proxy should be signed in the exact manner as the name(s) appear(s) on the form of proxy.
4. If this form of proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the shareholder.
5. **The securities represented by this form of proxy will be voted as directed by the shareholder, however, if such a direction is not made in respect of any matter, this form of proxy will be voted "FOR" items 1, 2, and 3.**
6. This form of proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Annual Meeting of Shareholders or other matters that may properly come before the meeting or any adjournment or postponement thereof.
7. This form of proxy should be read in conjunction with the Notice of Annual Meeting of Shareholders and Management Proxy Circular provided by Management.
8. Listed herein are the names of the twelve (12) persons who are proposed as nominees for election as directors of the Company by all shareholders. The Board of Directors of the Company has approved a written policy stipulating that the votes in favour of the election of a Director nominee at a Meeting of Shareholders must represent at least 50% plus 1 of the total shares voted in favour or withheld in order for the Director to be elected to the Board of Directors of the Company. The policy does not apply in circumstances involving contested Director elections. Further details are available in the Management Proxy Circular dated March 29, 2019 accompanying this form of proxy.

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**Proxies submitted must be received by 12:00 pm, Eastern Time, on May 6, 2019.**

### VOTE USING THE TELEPHONE, INTERNET OR FAX, 24 HOURS A DAY, 7 DAYS A WEEK!



#### To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



#### To Vote Using the Internet

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)
- **Smartphone?**  
 Scan the QR code to vote now.



#### To Vote by Fax

- Complete, sign and date the reverse hereof.
- Forward it by fax to 1-866-249-7775 for calls within Canada and the U.S. There is **NO CHARGE** for this call.
- Forward it by fax to 416-263-9524 for calls outside Canada and the U.S.

**If you vote by telephone, the Internet or Fax, DO NOT mail back this form of proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

**Voting by mail, by Internet or Fax** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this form of proxy. Instead of mailing this form of proxy, you may choose one of the other voting methods outlined above to vote.

**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.**

#### CONTROL NUMBER



### Appointment of Proxyholder

The undersigned shareholder of Intact Financial Corporation (the "Company") hereby appoints **Claude Dussault**, Chairman of the Board of Directors, or failing him, **Charles Brindamour**, Chief Executive Officer,

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Board of Directors or the Chief Executive Officer of the Company.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the **ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, MAY 8, 2019 AT 11:30 am** (Eastern Time) at the Art Gallery of Ontario, located at 317 Dundas Street West, Toronto, Ontario (the "Meeting") and at any adjournment or postponement thereof.

Management recommends that shareholders VOTE FOR items 1, 2, and 3 below:

### 1. Election of Directors

	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
01. Charles Brindamour	<input type="checkbox"/>	<input type="checkbox"/>	02. Janet De Silva	<input type="checkbox"/>	<input type="checkbox"/>	03. Claude Dussault	<input type="checkbox"/>	<input type="checkbox"/>
04. Jane E. Kinney	<input type="checkbox"/>	<input type="checkbox"/>	05. Robert G. Leary	<input type="checkbox"/>	<input type="checkbox"/>	06. Eileen Mercier	<input type="checkbox"/>	<input type="checkbox"/>
07. Sylvie Paquette	<input type="checkbox"/>	<input type="checkbox"/>	08. Timothy H. Penner	<input type="checkbox"/>	<input type="checkbox"/>	09. Frederick Singer	<input type="checkbox"/>	<input type="checkbox"/>
10. Stephen G. Snyder	<input type="checkbox"/>	<input type="checkbox"/>	11. Carol Stephenson	<input type="checkbox"/>	<input type="checkbox"/>	12. William L. Young	<input type="checkbox"/>	<input type="checkbox"/>

**For**   **Withhold**

### 2. Appointment of Auditor

Appointment of Ernst & Young LLP as auditor of the Company

**For**   **Against**

### 3. Advisory Resolution to Accept the Approach to Executive Compensation

### Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this form of proxy will be voted as recommended by Management.**

Signature(s)

Date

MM / DD / YY

**Interim Financial Statements** – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

**Annual Financial Statements** – Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

Rather than receiving financial statements by mail, you may choose to access them at [www.intactfc.com](http://www.intactfc.com), or by registering online at [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist). If you would like to receive either interim financial statements and/or the annual financial statements and accompanying MD&A by mail, please make your selection above.

