

**NOTICE OF 2019 ANNUAL MEETING OF MEMBERS
OF
WASHINGTON DENTAL SERVICE**

NOTICE IS HEREBY GIVEN that the annual meeting of the members of Washington Dental Service ("WDS") will be held at 3:00 p.m. on Friday, November 8, 2019, at the Exhibition Hall at the Seattle Center, located at 301 Mercer Street, Seattle, Washington 98109.

The sole item of business on the agenda for the annual meeting is voting on the re-election of Dr. W. Kurt Labberton, the election of Dr. Katherine M. Hakes and Dr. Christopher Pickel, all to three-year terms on the WDS Board of Directors (the "Board") ending in 2022, and the re-election of Dr. Eve M. Rutherford to a one-year term to the Board ending in 2020. All four nominees have been nominated for election in accordance with Art. IV, Sec. 1(B)(4)(b) of the bylaws of WDS (the "Bylaws").

Registration for voting will begin at 1:00 p.m. and will close at approximately 3:00 p.m., upon commencement of the meeting. Members in good standing will be asked to show photo identification in order to receive voting materials and be admitted to the meeting.

Members are allowed to appoint proxies to cast their votes. You are encouraged to submit a proxy to WDS if you do not plan to attend and vote in person. A form of proxy is attached at the bottom of this Notice. Please make any necessary changes in your proxy designation and voting instructions, and then sign, date and mail it at your earliest convenience. A postage-paid return envelope has also been included for your convenience. If you attend the meeting you can vote in-person and it will override your previously completed proxy.

WDS has engaged an independent tabulation company to conduct a certifiable voting procedure and serve as Inspector of Elections at the annual meeting. If you plan to vote by proxy, please mail it in promptly, and in any case in time for it to be delivered to the Inspector of Elections no later than November 7, 2019, the day before the meeting. Anyone holding multiple proxy forms should plan on arriving no later than 2:00 p.m. so that the Inspector of Elections can record and validate them.

This notice is given pursuant to Art. II, Sec. 1 of the Bylaws. A meeting room accommodating approximately 1,000 attendees has been reserved for two hours for the annual meeting.

If you have questions regarding the annual meeting, the instructions or the attached proxy, please call 800-432-1723.

Date of notice: September 30, 2019

By order of the Board Directors,

/s/
Jeffrey T. Seely, Secretary

Proxy form must be signed and dated below.

⬇ Please fold and detach card at perforation before mailing. ⬆

PROXY FOR VOTING AT WDS ANNUAL MEETING

The undersigned, being a member in good standing of Washington Dental Service ("WDS"), hereby appoints ~~Dr. Gerald S. Phipps, DMD, MS, Board Director~~, or, in his absence or inability to act or at his request, ~~Ms. Anne V. Farrell, Board Chair~~, as the lawful attorney and proxy for the undersigned (a) to attend the 2019 annual meeting of the members of WDS, and any adjournment thereof, and (b) to vote on behalf of the undersigned at such meeting or adjournment on the matters and in the manner specified on the reverse, or, if no direction is specified, in such manner as the proxy in his or her discretion deems appropriate.

The undersigned may revoke this proxy at any time prior to commencement of the meeting by delivering written notice of such revocation to WDS's Secretary at the corporate headquarters, or to the Inspector of Elections prior to or at the meeting. The power of the proxy holders will also be suspended if the undersigned appears at the meeting and elects in writing to vote in person. **[If the undersigned wishes to designate a proxy other than Dr. Gerald S. Phipps or Ms. Anne V. Farrell, the undersigned may strike out their names above and insert the name or names of one or more different WDS directors or members whom the undersigned wishes to appoint instead.]**

Dr. John Gibbons

Name of proxy instead of Dr. Gerald S. Phipps, DMD, MS or Ms. Anne Farrell

Member Signature (sign)

_____, 2019
Date

(Please indicate your voting instructions on the reverse, sign, date and return this proxy in the enclosed postage-paid envelope.)

Proxy form must be signed and dated on reverse.

⤵ Please fold and detach card at perforation before mailing. ⤵

1. **Election of Member Directors** (please check box).

- FOR** all nominees listed below, except as marked below.
(To withhold authority to vote for any of the nominees, strike out the name(s) below.)

Katherine M. Hakes, DDS

W. Kurt Labberton, DDS

Christopher Pickel, DDS, PS

Eve M. Rutherford, DDS

If the box is not checked, the proxy may vote FOR each nominee unless their name is stricken.

2. **Other Proper Business.** Such other business as may properly come before the meeting.

(Please indicate your voting instructions above, sign and date on the reverse side, and return promptly in the postage-paid envelope provided.)