NOTICE OF SPECIAL MEETING OF MEMBERS
OF
WASHINGTON DENTAL SERVICE

NOTICE IS HEREBY GIVEN that a special meeting of the members of Washington Dental Service ("***WDS***") will be held on Thursday, November 15, 2018, in the Grand Ballroom at the DoubleTree by Hilton Hotel, 18740 International Boulevard, SeaTac, Washington 98188. The special meeting will commence at 3:00 p.m. and is expected to be adjourned by 5:00 p.m. This notice is given pursuant to Art. II, Sec. 2 of the bylaws of WDS (the "***Bylaws***").

The purposes for which the special meeting has been called are as follows:

1. To consider and vote upon adoption of the proposed amendments to WDS's Bylaws set forth in Exhibit A attached to this Notice.

2. To consider and vote upon adoption of the proposed resolutions set forth in Exhibit B attached to this Notice.

Registration for voting at the meeting will begin at 11:00 a.m. and will close at approximately 3:00 p.m., upon commencement of the special 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, and a postage-paid return envelope has also been included for your convenience.

WDS has engaged an independent tabulation company to conduct a certifiable voting procedure and serve as Inspector of Elections at the special 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 the day before the meeting. **Any member delivering proxy forms at the meeting should plan on arriving no later than 1:30 p.m.** so that the Inspector of Elections can record and validate them.

Rules of Conduct, as well as other communications, pertaining to the special meeting will be posted on a special meeting website prior to the meeting date (www.WashingtonDentalService.org). Conduct of the meeting, and all matters voted upon at the meeting, will be subject to the requirements and limitations of WDS's Bylaws and applicable law.

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

Date of notice: September 28, 2018

By order of the Board Directors,

/s/ W. Kurt Labberton

W. Kurt Labberton, DDS, Secretary

Proxy form must be signed and dated below.
↓ Please fold and detach card at perforation before mailing. ↓

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PROXY FOR VOTING AT WDS SPECIAL MEETING (November 15, 2018)

The undersigned, being a member in good standing of Washington Dental Service ("***WDS***"), hereby appoints ~~Dr. Gerald S. Phipps, DMD, MS, Board Chair, or, in his absence or inability to act or at his request, Dr. Eve Rutherford, DDS, Board Director,~~

Dr. Christopher Delecki or Dr. Cynthia R. Pauley

(Name of proxy other than Dr. Phipps or Dr. Rutherford)

as the lawful attorney and proxy for the undersigned (a) to attend the special meeting of the members of WDS, and any adjournments thereof, and (b) to vote on behalf of the undersigned at such meeting or adjournments 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. **If the undersigned wishes to designate a proxy other than Dr. Gerald S. Phipps or Dr. Eve Rutherford, the undersigned may strike out their names above and insert the name or names of one or more other members whom the undersigned wishes to appoint in the space provided.**

The undersigned may revoke this proxy at any time prior to commencement of the special meeting by delivering written notice of such revocation to WDS's Secretary at the corporate headquarters, or to the Inspector of Elections prior to commencement of the special meeting. The power of the proxy holder will also be suspended if the undersigned appears at the special meeting and votes in person.

_____
Member Signature (sign)

_____, 2018
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. (please check box):

   ❑ **FOR** or ❑ **AGAINST** adoption of the proposed amendments to WDS's Bylaws set forth in Exhibit A attached to the Notice of the meeting.

2. (please check box):

   ❑ **FOR** or ❑ **AGAINST** adoption of the proposed resolutions set forth in Exhibit B attached to the Notice of the meeting.

If neither box is checked, the proxy may vote in such manner as the proxy deems appropriate in the special meeting. The Proxy shall also have the authority to vote on such other business as may properly come before the special meeting, in such manner as the proxy deems appropriate.

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