

BLUE CROSS BLUE SHIELD
BOARD OF DIRECTORS PROXY BALLOT
(Peterson)



October 2015



T76 *****AUTO**5-DIGIT 58103
Cass County Government
Michael Montplaiser
211 9th St S
Fargo, ND 58103-1833

Dear Policyholder:

As a voting member of Noridian Mutual Insurance Company (NMIC), you play an important role in determining the leadership of the NMIC Board of Directors. NMIC is a member-owned, not-for-profit insurance company headquartered in Fargo that does business as Blue Cross Blue Shield of North Dakota. I encourage you to vote in the upcoming election and join me at the annual meeting on:

Friday, December 4, 2015
8 a.m. registration
9 a.m. - 10 a.m. meeting
Dakota Rooms
Blue Cross Blue Shield of North Dakota
4510 13th Avenue South
Fargo, North Dakota

During the meeting, NMIC will hold elections for five seats on the Board of Directors (biographies enclosed), seek approval on an Amendment to the Articles of Incorporation to change the name of NMIC's registered agent from Paul von Ebers to CT Corporation Systems, and conduct other member business. Please see the enclosed proxy ballot for instructions on how to vote if you are unable to attend the annual meeting. To learn more about the election process, please visit www.BCBSND.com/election.

I look forward to your participation in December, and thank you for your membership.

Sincerely,

Tim Huckle
President and CEO
Blue Cross Blue Shield of North Dakota



ND

As a voting member of Noridian Mutual Insurance Company (member-owned, not-for-profit mutual insurance company headquartered in Fargo, ND), doing business as Blue Cross Blue Shield of North Dakota, we are asking you to vote in the election of the NMIC Board of Directors.

HOW YOU VOTE

Please choose ONLY ONE of the following voting methods

- 1) IN PERSON AT THE NORIDIAN MUTUAL INSURANCE COMPANY (NMIC) ANNUAL MEETING. Vote at the NMIC Annual Meeting of Members on December 4, 2015, in Fargo, ND. DO NOT FILL OUT THE PROXY BALLOT below if you plan to vote in person at the annual meeting.
2) BY PROXY BALLOT, IF YOU ARE NOT ATTENDING THE NMIC ANNUAL MEETING. Vote by proxy ballot by either:
a) Completing, signing and returning the proxy ballot below in the enclosed postage paid envelope (must be received in our office by November 30, 2015), or
b) Completing online at www.BCBSND.com/election by midnight CST, November 30, 2015. Login with the User Key (exactly as it appears) : 000000000000 and the first three characters of your last name. ONLY THE VOTING MEMBER can complete this process. If you have questions about online voting, please call 800-342-4718.
3) AUTHORIZE ANOTHER MEMBER TO VOTE AT THE ANNUAL MEETING ON YOUR BEHALF. To obtain the appropriate form, please call 800-342-4718 or 701-277-2227.

PROXY BALLOT

Please choose EITHER Option A or Option B, BUT NOT BOTH

OPTION A:

As a voting member of NMIC, I delegate my representation to the NMIC Proxy Committee, comprised of Lynette Dickson, Dennis Hill, and Ann McConn, and direct them to vote for the director candidates and on the Amendment to Article VII of the Articles of Incorporation that I've selected below, and to also represent my membership interests at the December 4, 2015 NMIC Annual Meeting of Members.

MY DIRECTOR VOTES:

Election of Provider Directors (Vote for ONE Candidate)

Greg Glasner, MD

Election of Consumer Directors (Vote for FOUR Candidates)

- Todd Kumm, Jim Larson, Kristi Schlosser Carlson, Dave Sprynczynatyk, Casey Stoudt

OPTION B:

I authorize the NMIC Proxy Committee, comprised of Lynette Dickson, Dennis Hill, and Ann McConn, to vote at its discretion on the election of NMIC directors, the Amendment to Article VII of the Articles of Incorporation (change in Registered Agent), and on any other business before the membership at the NMIC Annual Meeting of Members on December 4, 2015.

Amendment to Article VII of the Articles of Incorporation (change in Registered Agent)

Yes No

User Key: 000000000000

You MUST sign below to validate your vote

Signature: Date:

Signature must match voting member name listed to the left

Cass County Government Michael Montplaiser 211 9th St S Fargo, ND 58103-1833

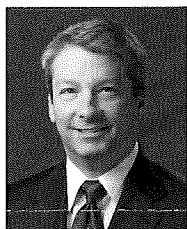
If you sign this Proxy, but do not complete either OPTION A or B, you authorize the NMIC Proxy Committee to exercise its discretion on the election of NMIC directors and any other business before the membership at the Annual Meeting of Members on December 4, 2015.

Noridian Mutual Insurance Company

Board of Directors Candidates



Provider Directors

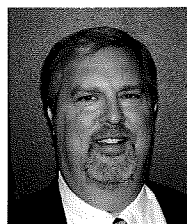


Greg Glasner, M.D., Incumbent

Greg Glasner, M.D., Fargo, is president and chief medical officer of the West Region of Essentia Health. Glasner was chairman and CEO of Dakota Clinic when it merged with Innovis Health and built a new hospital in Fargo. Innovis has since been acquired by Essentia. Glasner is board certified by the American Board of Obstetrics and Gynecology, is a fellow in the American College of Obstetrics and Gynecology and is a member of the North Dakota OB/GYN Society and the North Dakota Medical Society. Glasner has also served on the board of directors of the Dakota Clinic, Innovis Health and Medical Properties, Inc. of Fargo. Glasner has also been active with the Essentia Health Foundation, Dakota Medical Clinic and the North Dakota Medical Association.

Glasner earned his undergraduate and medical degree from the University of North Dakota and performed residencies in OB/GYN at Michigan State University's Sparrow Hospital and St. Paul's Ramsey Medical Center. He has served as a provider member of the Noridian Mutual Insurance Company Board of Directors since 2010.

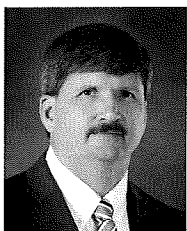
Consumer Directors



Todd Kumm

Todd Kumm, Fargo, is CEO of Fargo-based Dakota Supply Group. Kumm has more than 25 years of senior management experience, launching start-up ventures and revitalizing non-performing operations. Dakota Supply Group has 36 branches, including six stores in North Dakota and more than 750 employees. Dakota Supply Group is a full-line distributor of electrical, plumbing, HVAC, refrigeration, communications, utility, automation, waterworks, filtration and metering technology products and systems. Kumm has served on the boards of the Fargo Moorhead Economic Development Corporation and National Association of Electrical Distributors (NAED). He has also served as board chairman of D&M Industries, Industry Data Exchange Association (IDEA) and chairman of the NAED's Education and Research Foundation Board and Certified Electrical Professional Program.

Kumm earned a bachelor's degree from Concordia College of Moorhead, Minn., and completed the Minnesota Executive Program (MEP) in business at the University of Minnesota's Carlson School of Management in Minneapolis.



Jim Larson, Incumbent

Jim Larson, Moorhead, Minn., has been the Director of Finance and Human Resources with the Fargo Park District for the past 22 years. Larson oversees financial management, financial reporting and budgeting, and is involved in the development of new parks as the City of Fargo continues to expand. He is also responsible for all facets of Human Resources at the Park District. Larson is a member of the North Dakota Society of CPAs and the Fargo Moorhead Human Resources Association. He has been a board member of Inspiration Point Bible Camp since 2002, serving as president of the board for four of those years. He also previously served for three years on the Dental Service Corporation of North Dakota board.

Larson earned a bachelor's degree in accounting from Minnesota State University, Moorhead. He received his Certified Public Accountant (CPA) certificate in 1989. He has served as a consumer member of the Noridian Mutual Insurance Company Board of Directors since September 2014.

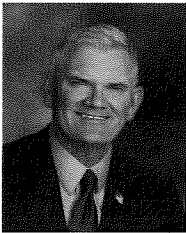
Consumer Directors (continued)



Kristi Schlosser Carlson, J.D.

Kristi Schlosser Carlson, Bismarck, is General Counsel of North Dakota Farmers Union, Farmers Union Mutual Insurance Company, and Farmers Union Service Association. Carlson previously served as in-house counsel at Minnkota Power Cooperative and for Blue Cross Blue Shield of North Dakota. She is a member of the State Bar Association of North Dakota's Law Related Education Committee and is the treasurer of St. Mary's Grade School parent-teacher organization. She has served on the Capital Electric Cooperative nominating and elections committees, as a board member of HERO (Healthcare Equipment Recycling Organization), and as a board member of the University of St. Thomas School of Law Alumni Association. Carlson has extensive experience with cooperative and mutual insurance topics, has long lobbied on rural and agriculture issues, and has spoken publicly on servant leadership to various audiences.

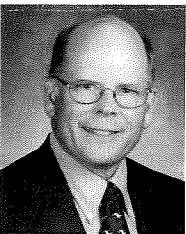
Carlson earned her Juris Doctor from the University of St. Thomas School of Law in St. Paul, Minn., and her bachelor's degree from the University of North Dakota.



David Sprynczynatyk, Incumbent

David Sprynczynatyk, Bismarck, is adjutant general for the state of North Dakota and is responsible for leading the 4,400 North Dakota National Guard soldiers and 1,100 full-time employees of the Bismarck-based Office of the Adjutant General, carrying out both state and federal missions. Sprynczynatyk also serves as director of the North Dakota Department of Emergency Services, which includes the Division of Homeland Security and the Division of State Radio, helping local, state and federal officials coordinate disaster response efforts. He has served as treasurer of the Adjutants General Association of the United States, vice president for finance of the Northern Lights Council of the Boy Scouts of America, a board member and founding member of the Gateway to Science board of directors, and a board member of the National Guard Association of the United States. Sprynczynatyk has also served in the National Water Users Association, North Dakota Water Users Association, National Society of Professional Engineers, North Dakota Society of Professional Engineers and the Far West Rotary Club. He has also served as hospitality minister at Cathedral of the Holy Spirit in Bismarck.

Sprynczynatyk earned a bachelor of science degree in civil engineering from North Dakota State University and completed the program for Strategic Studies from the U.S. Army War College. He has served as a consumer member of the Noridian Mutual Insurance Company Board of Directors since 2013.



Casey Stoudt, Incumbent

Casey Stoudt, Jamestown, is president and owner of R.M. Stoudt, Inc., a Ford dealership in Jamestown. Stoudt is also president and owner of the Stoudt Ross Ford, Inc. and Miller Motors, Inc. car dealerships in Valley City. He is past president and a current board member of the Jamestown High School Foundation and serves on the Jamestown Community Foundation's board. Stoudt is a past chair of the Jamestown Area Chamber of Commerce, Valley City Area Chamber of Commerce, Stutsman County Housing Authority and Jamestown/Stutsman Development Corporation. Stoudt was a three-term member of the Ford National Dealer Council and has served as a member of the Jamestown College Board of Trustees. He is currently treasurer and is a past senior warden at Grace Episcopal Church.

Stoudt earned a bachelor's degree in psychology from St. Olaf College in Northfield, Minn. He has served as a consumer member of the Noridian Mutual Insurance Company Board of Directors since 2013.