



NOTICE OF MEETING/AGENDA

ONTARIO MOTOR VEHICLE INDUSTRY COUNCIL ANNUAL AND GENERAL MEETING OF MEMBERS

NOTICE IS GIVEN that the 2003 Annual and General Meeting of the Members of ONTARIO MOTOR VEHICLE INDUSTRY COUNCIL (“OMVIC”) will be held in the Dundas Room at the Hilton Toronto Airport Hotel, 5875 Airport Road, Mississauga, Ontario L4V 1N1, at 2:00 p.m. on Wednesday, May 21, 2003 (the “Meeting”) for the following purposes:

1. To receive the annual financial statements of OMVIC as at and for the fiscal period ending on December 31, 2002 and the auditor’s report thereon (See Note 1 below);
2. To elect directors to the board of directors of OMVIC (See Note 2 below);
3. To reappoint KPMG, LLP as auditors of OMVIC and authorize the board of directors to fix the auditors remuneration; and
4. To transact such further business as may properly come before the Meeting or any adjournment thereof.

DATED the 31st day of March 2003.

BY ORDER OF THE BOARD OF DIRECTORS

Ken Peterson
Secretary-Treasurer

NOTES ON NOTICE

(1) **Financial Statements**

Copies of the audited financial statements as at and for the fiscal period ended December 31, 2002 will be available at the Meeting, and may be requested prior to the Meeting by writing to the Chief Financial Officer at:

Ontario Motor Vehicle Industry Council
789 Don Mills Road, Suite 800, Toronto, Ontario M3C 1T5

Attention: Mr. Chandar Singh

(2) **Election of Directors and Ballot**

In accordance with the by-laws of OMVIC (the "By-laws"), the term of office for three (3) directors will expire at the Meeting as follows:

- a. One (1) director who is a member of the Used Car Dealers Association ("UCDA") (the "UCDA director");
- b. One (1) director who is a member of either the Ontario Automobile Dealers Association or the Toronto Automobile Dealers Association ("OADA/TADA") ("OADA/TADA director"); and
- c. One (1) director who is a member of both the UCDA and OADA/TADA (the "Joint director").

The nominating committee of OMVIC's board of directors solicited applications from members for the foregoing three (3) positions in order to submit a slate of candidates to the Meeting for election. Such solicitation has resulted in:

- a) Two (2) qualified candidates nominated for the position of the UCDA director. The names of the candidates for this position and information provided by each candidate accompany this notice.

In accordance with the By-laws, since the number of candidates for the position of UCDA director exceeds the one (1) office to be filled, ballot election is required. Members may cast the Ballot in person at the Meeting. Members who are unable to be present in person at the Meeting may complete, date and sign the Ballot accompanying this Notice of Meeting and return it to the address below, or assign the Ballot to another person for it to be returned to the address below:

Koskie Minsky, Barristers and Solicitors
20 Queen Street West, Suite 900, Toronto, Ontario M5H 3R3

Attention: OMVIC Voting
Facsimile No.: (416) 977-3316

To be used and voted at the Meeting, a properly completed Ballot, either in original or facsimile form, must be actually received at the address set out above by no later than 2:00 p.m. on Friday, May 16, 2003. Any Ballot received after such time cannot be used or voted at the Meeting.

- b) One (1) qualified candidate nominated for the position of the OADA/TADA director, Mr. Robert Positano. Information provided by Mr. Positano accompanies this Notice.

In accordance with the By-laws, since the number of candidates nominated for the OADA/TADA director position is equal to the office to be filled, no ballot election is required. Rather, the Secretary of the Meeting shall be empowered to cast a single ballot electing Mr. Positano to the board of directors for a three (3) year term.

- c) One (1) qualified candidate nominated for the position of the Joint director, Mr. Ron Scagnetti Sr. Information provided by Mr. Scagnetti accompanies this Notice.

In accordance with the By-laws, since the number of candidates nominated for the Joint director position is equal to the office to be filled, no ballot election is required. Rather, the Secretary of the Meeting shall be empowered to cast a single ballot electing Mr. Scagnetti to the board of directors for a three (3) year term.

(3) **Proxy**

Members who are unable to be present in person at the Meeting may complete, date and sign the Proxy accompanying this Notice of Meeting and return it to the following address:

Koskie Minsky, Barristers and Solicitors
20 Queen Street West, Suite 900, Toronto, Ontario M5H 3R3

Attention: OMVIC Voting
Facsimile No.: (416) 977-3316

To be used and voted at the Meeting, a properly completed Proxy, either in original or facsimile form, must be actually received at the address set out above by no later than 2:00 p.m. on Friday, May 16, 2003. Any Proxy received after such time cannot be used or voted at the Meeting.