

PROXY FOR MEETING FOR PROPOSED BYLAWS AMENDMENT



SOCIETY OF ACTUARIES

August 7, 2008

**NOTICE OF SPECIAL MEETING OF FELLOWS OF THE SOCIETY OF ACTUARIES
TO BE HELD ON SEPTEMBER 10, 2008**

NOTICE IS HEREBY GIVEN THAT a Special Meeting of Fellows of the Society of Actuaries, an Illinois not-for-profit corporation ("SOA"), will be held at 11:45 a.m., local time, on September 10, 2008 at SOA headquarters, 475 N. Martingale Rd., Suite 600, Schaumburg, Illinois, for the following purpose:

To adopt amendments to the SOA Bylaws allowing Associates who have been members for 5 years or more to vote in elections for President-Elect, Vice-Presidents and elected members of the Board of Directors.

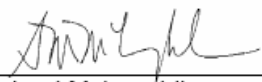
All Fellows of record at the close of business on the date of this Notice are entitled to notice of the meeting and entitled to vote at the meeting.

You are urged to take time to consider this very important matter. Although it is not anticipated or expected that you attend this meeting in person, to make sure that your vote is represented, you are requested to complete and execute the enclosed proxy card.

YOUR PROXY MUST BE RECEIVED AT SOCIETY OF ACTUARIES, C/O Survey & Ballot Systems, 7653 Anagram Drive, Eden Prairie, MN 55344-7311, USA NO LATER THAN 11:45 A.M., CENTRAL DAYLIGHT SAVING TIME, SEPTEMBER 10, 2008. Please sign, date and return the enclosed proxy card along with the election ballot(s) in the reply envelope provided.

You may revoke your proxy at any time prior to its exercise by filing your written notice of revocation with the SOA, and if you attend the meeting, you may revoke your proxy in writing at that time and vote in person.

SOCIETY OF ACTUARIES

By: 
S. Michael McLaughlin,
Secretary/Treasurer