

IMPORTANT SPECIAL MEETING INFORMATION

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DESIGNATION (IF ANY)

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Electronic Voting Instructions

Available 24 hours a day, 7 days a week!

Instead of mailing your proxy card, you may choose to vote by internet or phone. VALIDATION DETAILS, INCLUDING CONTROL NUMBER, ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Mountain Daylight Time, on October 27, 2015.



Vote by Internet

- Go to www.investorvote.com/FWC
- Or scan the QR code with your smartphone
- Follow the steps outlined on the secure website

Vote by telephone

- Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone.
- Follow the instructions provided by the recorded message.

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



Special Meeting Proxy Card

<u>1234 5678 9012 345</u>

A Proposals — The Board of Directors recomme	For		Abstain	Julio 1 ulli			
A proposal to approve and adopt the Plan and Agreement of Merger dated July 31, 2015 ("Merger Agreement") under which Midwest Acquisition, Inc. ("Acquisition") a wholly-owned subsidiary of Midwest Holding Inc., ("Midwest") will merge (the "Merger") with and into First Wyoming Capital Corporation ("First Wyoming"), with First Wyoming being the survivor, and shareholders of First Wyoming will receive shares of Midwest Holding Inc. voting common stock for their First Wyoming common shares as described in the accompanying proxy statement-prospectus and Merger Agreement; and First Wyoming will become a subsidiary of Midwest to be later merged into Midwest.	For		Abstain				+
In their discretion, the attorneys and proxies are authorized to vote upon such other matters as may properly come before the special meeting or any adjournment thereof:							
B Non-Voting Items Change of Address — Please print new address below.							
C Authorized Signatures — This section must be	e comp	leted fo	r your v	ote to be counted	l. — Date	and Sign Below	
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Shareholders should date this proxy and sign here exactly as nar administrators, trustees, quardians, and others signing in a represe						field jointly, both owners should sign this proxy. Ex	CULUI



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Dear Shareholder:

We encourage you to vote your shares electronically either by telephone or via the Internet. This will eliminate the need to return your proxy card. You will need your proxy card and Social Security number (where applicable) when voting your shares electronically.

The Computershare Vote by Telephone and Vote by Internet systems can be accessed 24-hours a day, seven days a week up until 1:00 a.m. Mountain Daylight Time, on October 27, 2015.

To vote by mail, sign and date this proxy card and return it in the postage-paid envelope we have provided. Your proxy card must be received by 1:00 a.m. Mountain Daylight Time, on October 27, 2015.

Your vote is important. Please vote immediately.

If you vote over the internet or by telephone, please do not mail your proxy card.

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy — FIRST WYOMING CAPITAL CORPORATION

PROXY FOR SPECIAL MEETING OF SHAREHOLDERS OCTOBER 27, 2015 Solicited on Behalf of the Board of Directors of First Wyoming

The undersigned shareholder of First Wyoming Capital Corporation ("First Wyoming") acknowledges receipt of the Notice of Special Meeting of Shareholders, to be held on Tuesday, October 27, 2015, at The Little America Hotel & Resort, 2800 W. Lincolnway, Cheyenne, WY 82009, at 10:00 a.m., Mountain Time, and hereby appoints Mark A. Oliver and Todd Boeve, each of them with the power of substitution, as attorneys and proxies to vote all the shares of the undersigned at said special meeting and at all adjournments thereof, hereby ratifying and confirming all that said attorneys and proxies may do or cause to be done by virtue hereof. The above-named attorneys and proxies are instructed to vote all of the undersigned's shares as follows:

A vote FOR Proposals 1 and 2 is recommended by the Board of Directors of First Wyoming. When properly executed, this proxy will be voted in the manner directed by the undersigned shareholder(s). If no direction is given, this proxy will be voted FOR Proposals 1 and 2, and at the discretion of the proxy holder, upon such other matters as may properly come before the meeting or any adjournment thereof. Proxies marked "Abstain" and non-votes are counted only for purposes of determining whether a quorum is present at the meeting.