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Midwest Holding Inc.)

IMPORTANT ANNUAL MEETING INFORMATION

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MR A SAMPLE

DESIGNATION (IF ANY)

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Electronic Voting Instructions

Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Central Time, on June 9, 2015.



Vote by Internet

- · Go to www.envisionreports.com/MDH
- 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.



Annual Meeting Proxy Card

5678 9012

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

1. Election of Directors:	For	Withhold				For	Withhold			For	Withho	ld	
01 - Rick D. Meyer			02 - Dana	Stapleton				03 - Mil	ton Tenopir				Т
04 - Steve Conner			05 - Mark	A. Oliver				06 - Ja	ck Theeler				
07 - Les Meyer			08 - Jim B	allard									
Instruction: To maximize the nuto cumulate all votes that the ur													
in their sole and absolute disc 2. Nonbinding Resolution on E	retion. To sp	ecify a differen		umulative		"Cumula 4. In	te For" and t	the number of	f shares and the	name(s) of the		e(s) on this	
in their sole and absolute disc 2. Nonbinding Resolution on E	retion. To sp	ecify a differen	t method of cu	umulative	oting, write	"Cumula 4. In to	te For" and the their discretion to the their discreti	on, the attornation other mat	f shares and the	name(s) of the	e nominee	e(s) on this	line:
in their sole and absolute disc	retion. To sp	ecify a differen pensation: nt auditors:	For	Against	Abstain	4. In to	their discretion vote upon suffore the mee	the number of th	f shares and the	name(s) of the	e nominee	e(s) on this	line:
Nonbinding Resolution on E Approval of McGladrey LLP	retion. To sp recutive Com as independe res — Thi proxy and si	pensation: nt auditors: s section m gn here exactly	For Sust be comy as name app	Against npleted 1 ears on th	Abstain For your ve sharehold	4. In to be	their discretic vote upon suffore the mee	on, the attornich other matting or any acted. — Date	f shares and the eys and proxies a ers as may prope ljournment thereo and Sign Be	name(s) of the re authorized rly come fr:	For	e(s) on this	Abstair

IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD.



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MR A SAMPLE (THIS AREA IS SET UP TO ACCOMMODATE 140 CHARACTERS) MR A SAMPLE AND MR A SAMPLE AND



Dear Stockholder:

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. Central Time, on June 9, 2015.

Midwest Holding Inc.'s Proxy Statement and Annual Report are available online at www.envisionreports.com/MDH

Your vote is important. Please vote immediately.

If you vote over the internet or by telephone, please do not mail your 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 — MIDWEST HOLDING INC.

PROXY FOR ANNUAL MEETING OF SHAREHOLDERS JUNE 9, 2015 Solicited on Behalf of the Board of Directors of the Company

The undersigned holder(s) of Common Stock of Midwest Holding Inc., a Nebraska corporation (the "Company"), hereby appoint(s) Allison Fredericks and Todd Boeve, and each or any of them, attorneys and proxies of the undersigned, with power of substitution, to vote all of the Common Stock which the undersigned is (are) entitled to vote at the Annual Meeting of Shareholders of the Company to be held at Hillcrest Country Club, 9401 E. "O" Street, Lincoln, Nebraska, on Tuesday, June 9, 2015, at 10:00 a.m., Central Time, and at any adjournment thereof, as stated on the reverse.

A vote FOR Proposals 1, 2 and 3 and granting the proxies discretionary authority in Proposal 4, is recommended by the Board of Directors of the Company. 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, 2 and 3 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.

The undersigned acknowledges receipt of the Notice and Proxy Statement for the 2015 Annual Meeting of Shareholders.

C Non-Voting Items

Change of Address — Please print new address below.