

# KANSAS CITY LIFE INSURANCE COMPANY

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

April 18, 2019

The Annual Meeting of Stockholders of Kansas City Life Insurance Company will be held at our home office, 3520 Broadway, Kansas City, Missouri 64111 on April 18, 2019 at 9:00 a.m. for the following purposes:

- (1) To elect five (5) directors for a term of three (3) years.
- (2) To transact such other business as may properly come before the meeting.

Stockholders of record at the close of business on March 4, 2019 will receive this notice, and may vote at the meeting or any adjournment thereof. We are making these proxy materials available to you on or about March 27, 2019.

Your vote is important. All stockholders are encouraged to attend the meeting in person. Whether or not you plan to attend the meeting, please vote as soon as possible. You may submit your proxy card for the 2019 Annual Meeting by completing, signing, dating and returning your proxy card. We enclosed a postage-paid envelope for your convenience. For specific instructions on how to vote your shares, please refer to the section entitled "Questions and Answers about the Annual Meeting and Voting" beginning on page 4 of the attached Proxy Statement.



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A. Craig Mason, Jr.  
Senior Vice President, General Counsel  
and Secretary



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R. Philip Bixby  
President, CEO and  
Chairman of the Board

### **Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on April 18, 2019:**

**Kansas City Life Insurance Company's 2019 Proxy Statement, Proxy Card and Annual Report  
for the year ended December 31, 2018 are available at [http://www.kclife.com/proxy\\_materials](http://www.kclife.com/proxy_materials)**



## **KANSAS CITY LIFE INSURANCE COMPANY**

Kansas City, Missouri

### **PROXY STATEMENT**

The Board of Directors of Kansas City Life Insurance Company (the “Company,” “we,” “us,” “our”) is sending you the enclosed proxy, for use in connection with the Annual Meeting of Stockholders on April 18, 2019, at our principal office, 3520 Broadway, Kansas City, Missouri 64111. We will consider and vote upon the following: (1) election of five directors for a term of three years, and (2) transaction of such other business as may properly come before the meeting or any adjournment thereof. We do not intend to bring any business to the meeting other than the matters set forth above, and we do not know of any other matters that may be brought before the meeting. However, if any other matters properly come before the meeting, or any adjournment or adjournments thereof, including procedural matters arising during the course thereof, the persons named in the enclosed proxy will vote the proxy according to their judgment on such matters unless you limit your proxy to the contrary.

Shares represented at the meeting by properly executed proxies will be voted at the meeting in accordance with the specifications made on the ballot provided in this proxy. If the stockholder does not give direction by ballot, the proxy will be voted in the manner specified on the accompanying form of proxy.

To be eligible for inclusion in our proxy statement for the 2020 Annual Meeting of Stockholders, we must receive any stockholder proposals no later than December 1, 2019. You should address any proposal to Kansas City Life Insurance Company, 3520 Broadway, Kansas City, Missouri 64111, Attn: Secretary. Such proposals must comply with our Bylaws. You may request a copy of our Bylaws by contacting our Secretary in writing at the foregoing address.

Under our Bylaws, nominations for a director may be made only by (1) the Board of Directors, (2) the Nominating Committee, or (3) a stockholder entitled to vote who has delivered a written Notice of Intent to Nominate a Director to the Chairman of the Board at our home office (containing certain information specified in the Bylaws) not less than 60 days prior to an annual meeting or a special meeting.

Under our Bylaws, if you wish to bring other business before the stockholders at our 2019 Annual Meeting without including your proposal in our Proxy Statement, you must notify our Secretary in writing on or before March 18, 2019 and your notice must contain the specific information required in our Bylaws. These two requirements relate only to matters you wish to bring before the stockholders at an annual meeting. They do not apply to proposals that you want us to include in our Proxy Statement.

We have 36,000,000 authorized shares of \$1.25 par value common stock. As of January 31, 2019, 9,683,414 were outstanding. Each outstanding share of stock is entitled to one vote, and stockholders of record as of the close of business on March 4, 2019 (the “Record Date”) may vote at the meeting.

### **ANNUAL REPORT**

The Annual Report for 2018 is available on the Company’s website [www.kclife.com](http://www.kclife.com) or on the Company’s filings and disclosure page on the OTCQX marketplace at [www.otcmartets.com/stock/KCLI/filings](http://www.otcmartets.com/stock/KCLI/filings).

## **QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING**

### **Why did I receive these proxy materials?**

We are making these proxy materials available to you in connection with the 2019 Annual Meeting of Stockholders of Kansas City Life Insurance Company. The Notice of the Annual Meeting of Stockholders sets forth the matters we will vote on at the Annual Meeting and request that you attend our meeting or submit your proxy for the matters to be voted at that meeting.

We invite you to attend the Annual Meeting on April 18, 2019 beginning at 9:00 a.m., CST, at Kansas City Life Insurance Company's home office, 3520 Broadway, Kansas City, Missouri 64111.

### **What is included in these proxy materials?**

We included the Notice of Annual Meeting, our Proxy Statement and our Proxy Card in this mailing. We have also included selected financial information. You can find these materials and our Company's Annual Report, on our website at [www.kclife.com/proxy\\_materials](http://www.kclife.com/proxy_materials).

### **Who may vote at the Annual Meeting?**

If you owned our common stock at the close of business on March 4, 2019 (the "Record Date"), then you may vote at the Annual Meeting. In the election of directors, stockholders have cumulative voting rights under Missouri law. This means each stockholder has a number of votes determined by multiplying the number of shares he or she may vote by the number of directors to be elected. Stockholders may vote their total number of votes for one nominee or may distribute them among several nominees. Each share of common stock has one vote for all other matters properly brought before the Annual Meeting. Discretionary authority to cumulate votes is hereby solicited by the Board of Directors.

### **How can I vote my shares in person at the Annual Meeting?**

If you are a stockholder on the Record Date, you will receive a ballot when you arrive at the Annual Meeting. Even if you plan to attend the Annual Meeting, we recommend that you also vote by proxy as described above so that we may count your vote if you later decide not to attend the meeting.

### **Can I change my vote prior to the election?**

Yes. You have the right to revoke your proxy at any time before the vote occurs at the Annual Meeting, subject to the proxy voting deadlines described above. You may then vote your changed proxy by signing and returning a new proxy card or by attending the meeting and voting in person. Your attendance at the Annual Meeting will not automatically revoke your proxy, unless you file a written instrument with the Secretary requesting revocation of your prior proxy and submit a new vote.

### **What happens if I do not give specific voting instructions when I deliver my proxy?**

If you sign and return a proxy card without giving specific voting instructions, the proxy holders will vote your shares in the manner recommended by our Board of Directors on all matters presented in the Proxy Statement and as the proxy holders may determine in their discretion regarding other matters properly presented for a vote.

### **What is the "quorum" requirement for the Annual Meeting?**

To conduct any business at the Annual Meeting, a majority of outstanding shares entitled to vote as of the Record Date for the meeting must be present in person or represented by valid proxies. We will count your shares for purposes of determining if there is a quorum, whether representing votes for, against, or abstained, if you are present and vote in person at the meeting or if you voted by properly submitting a proxy card.

**How are abstentions treated?**

We consider abstentions present for purposes of determining a quorum. We do not consider abstentions votes properly cast at the Annual Meeting. **We strongly encourage you to vote - every vote is important.**

**Assuming there is a proper quorum of shares represented at the Annual Meeting, how many shares are required to approve the proposals being voted upon at the Annual Meeting?**

For the election of directors, approval is determined if the Director receives a plurality of the votes cast.

**Could other matters be decided at the Annual Meeting?**

As of the date of this Proxy Statement, we have no knowledge of any business other than that described in the Notice of the Annual Meeting of Stockholders that will be presented for consideration at the Annual Meeting. The deadline under our Bylaws for stockholders to notify us of any proposals or director nominations to be presented at the Annual Meeting has passed. If any other business should properly come before the Annual Meeting as directed by the Board of Directors, the proxy holders have discretionary authority to vote all such proxies as they decide.

**Where are Kansas City Life Insurance's principal executive offices located, and what is the main telephone number?**

Our office is located at 3520 Broadway, Kansas City, Missouri, 64111. Our telephone number is (816) 753-7000.

**There is a note that one of the nominees has passed away, what is the impact of that event on the election of Directors?**

Mr. Richard L. Finn passed away on February 23, 2019. At the time of his death, Mr. Finn served on the Board of Directors. He also served on the Audit and Executive Committees of the Board. Prior to his death, Mr. Finn was nominated for election by the stockholders to a sixth consecutive three-year term. Because the Board of Directors and its Nominating Committee did not have time to evaluate a replacement nominee prior to the annual meeting, the Board of Directors is asking stockholders to honor Mr. Finn's memory by electing him posthumously for another term on the Board. If the majority of stockholders vote for Mr. Finn, the Board will have a vacancy. Under the Company's bylaws, the vacant seat created by Mr. Finn's death will be filled by the Board of Directors at a future meeting of the Board.

**PROPOSAL NUMBER 1  
ELECTION OF DIRECTORS**

*THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF  
EACH OF THE NOMINEES LISTED BELOW*

**CANDIDATES NOMINATED BY THE BOARD FOR A THREE YEAR TERM**

<p><b>William R. Blessing</b> (Age 63) Member of the:</p> <ul style="list-style-type: none"> <li>• Compensation Committee</li> <li>• Executive Committee</li> </ul>	<p><u>Director</u></p> <p><u>Business Experience:</u> Mr. Blessing retired as Senior Vice President, Corporate Strategy and Development, Embarq. He had held similar duties with Sprint and related entities in various capacities from 1981 to 2006. Mr. Blessing is a National Association of Corporate Directors (NACD) Board Leadership Fellow and serves on several nonprofit boards of directors.</p>
<p><b>Richard L. Finn†</b> (Age 77) Member of the:</p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Executive Committee</li> </ul>	<p><u>Director</u></p> <p><u>Business Experience:</u> Mr. Finn was elected Vice President of the Company in 1976, Financial Vice President in 1983, and Senior Vice President, Finance in 1984, a position he held until he retired in January 2002. He previously served as a Director of the Company from 1983 to 2002.</p> <p>† Mr. Finn passed away on February 23, 2019. Prior to his death, Mr. Finn had been nominated to serve on the Board of Directors. Because the Board of Directors did not have time to evaluate a replacement nominee prior to the annual meeting, we are asking stockholders to honor Mr. Finn’s memory by electing him posthumously to the Board for another term. The Board of Directors will fill the vacant seat at a future meeting of the Board in accordance with the Company’s bylaws.</p>
<p><b>David S. Kimmel</b> (Age 56) Member of the:</p> <ul style="list-style-type: none"> <li>• Audit Committee</li> </ul>	<p><u>Director</u></p> <p><u>Business Experience:</u> Mr. Kimmel is CEO and Board Member of CyberRiskPartners, LLC, a privately held cyber risk analytics and risk management company. He also serves on the Advisory Board of CyberCube. Prior to CyberRiskPartners, he was the Founder and Managing Partner of Summit Capital LLC, providing strategic, financial and capital raising advisory services for senior management and boards of directors. Mr. Kimmel previously worked in investment banking for the insurance industry with Deutsche Bank Securities and J.P. Morgan Securities, where he held various senior positions, including Managing Director and Insurance Investment Banking Group Head at both firms.</p> <p><u>Other Current Board Positions:</u> CyberRiskPartners, LLC</p>
<p><b>A. Craig Mason, Jr.</b> (Age 53)</p>	<p><u>Senior Vice President, General Counsel and Secretary, Director</u></p> <p><u>Business Experience:</u> Appointed Vice President, General Counsel and Secretary effective November 1, 2010, and Senior Vice President, General Counsel and Secretary on February 1, 2013. As General Counsel, Mr. Mason is responsible for all legal matters involving the Company. Mr. Mason has been with the Company since 2006 and has extensive experience in the insurance industry.</p> <p><u>Other Current Board Positions:</u> Sunset Financial Services, Inc. (subsidiary).</p>
<p><b>Cecil R. Miller</b> (Age 86) Member of the:</p> <ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> </ul>	<p><u>Director</u></p> <p><u>Business Experience:</u> Mr. Miller is a retired former partner of KPMG LLP (formerly Peat, Marwick, Mitchell &amp; Co.) He joined KPMG LLP in 1957 and became an audit partner in 1967 specializing in insurance and agribusiness. He retired in 1990.</p>

