

**BEST PARTNERS MORTGAGE COOPERATIVE, INC.**  
**7730 Market Center Avenue, Suite 200A**  
**El Paso, TX 79912**

**NOTICE OF ADJOURNED ANNUAL MEETING OF MEMBERS**  
**TO BE HELD ON MAY 18, 2023**

**NOTICE**

Our 2022 Annual Meeting of Members (which had been convened on December 20, 2022 at 2:00 PM EST and was adjourned due to want of quorum) will be held online as follows:

**Date:** May 18, 2023

**Time:** 1:00 PM EST

**Location:** Virtually at [https://pages.altisource.com/230516-AnnualMeetingLO\\_LP-Registration.html](https://pages.altisource.com/230516-AnnualMeetingLO_LP-Registration.html)

**PURPOSE**

To elect two (2) First Class Directors for a three (3) year term expiring 2025.

By Order of the Board of Directors,

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Justin Demola  
President

## NOTICE OF ELECTION OF DIRECTORS

All Best Partners Mortgage Cooperative, Inc. ("BPMC") Directors serve terms of three years. BPMC's current Directors and the expiration of their respective terms, are as follows:

### First Class Directors:

Matthew C. Clarke (term expires: 2022)  
Jonathan E. P. Gwin (term expires: 2022)

### Second Class Directors:

Steven Grossman (term expires: 2023)  
Paul V. Diamond (term expires: 2023)

### Third Class Directors:

William B. Shepro (term expires: 2024)  
Kevin J. Wilcox (term expires: 2024)  
Justin Demola (term expires: 2024)

For purposes of the election of two First Class Directors at the 2022 Adjourned Annual Meeting of Members, the Board of Directors has nominated and is recommending the reelection of Matthew C. Clarke and Jonathan E. P. Gwin to serve until the 2025 Annual Meeting of Members or earlier, pursuant to the BPMC Bylaws.

It is the policy of our Board of Directors to consider candidates for Director recommended by you, our shareholders. In evaluating all nominees for Director, our Board of Directors, acting as the Nominating Committee, takes into account our best interests as well as such factors as knowledge, experience, skills, expertise, diversity and the interplay of the candidate's experience with the background of other members of our Board of Directors.

If you would like to recommend a person(s) for consideration as a nominee for the available Director positions at the 2022 Adjourned Annual Meeting of Members, you can do so by writing to our President via email at [Justin.Demola@lendersone.com](mailto:Justin.Demola@lendersone.com) or at Best Partners Mortgage Cooperative, Inc., 7730 Market Center Avenue, Suite 200A, El Paso, TX 79912 Attention: Justin Demola by 9:00 AM Eastern Standard Time, May 10, 2023. Any nominations received after that date will not be considered at the Annual Meeting of Members, will not be on the ballot, and will not be carried over for consideration at subsequent annual meetings. No nominations will be accepted at or during the Annual Meeting of Members.

For each person nominated, you should provide each proposed nominee's name, biographical data and qualifications. Your recommendation should also include a written statement from the proposed nominee consenting to be named as a nominee and, if nominated and elected, to serve as a Director of BPMC. You must also specify the Director position for which each nominated person is nominated. If a Director position is not specified, BPMC will designate such nominee for a specific Director position at its discretion.

The persons nominated for the specific Director positions who receive the most votes at the Annual Meeting of Members shall be elected.

**PROXY STATEMENT  
ADJOURNED ANNUAL MEETING OF MEMBERS**

**General Information**

We have made this proxy statement available to you on or about May 2, 2023 as a shareholder (“Member”) of Best Partners Mortgage Cooperative, Inc. (“BPMC”) because our Board of Directors is soliciting your proxy to be used at our Adjourned Annual Meeting of Members and at any adjournment or postponement thereof. The Annual Meeting of Members, (which had been convened on December 20, 2022 at 2:00 PM EST and was adjourned due to want of quorum) will be held on May 18, 2023 at 1:00 PM EST for the purposes listed in the Notice of Adjourned Annual Meeting of Members.

**How a Proxy Works**

If you properly complete, sign and return your proxy to BPMC in writing (including by email) and do not revoke your proxy prior to its use, it will be voted in accordance with your instructions. If no contrary instructions are given, each proxy received will be voted for the nominees for Director and with regard to any other business that properly comes before the meeting in accordance with the best judgment of the persons appointed as proxies.

If you have already submitted your proxy or plan to attend the Adjourned Annual Meeting of Members, you do not need to take any further action. However, if you cannot attend the adjourned meeting, we urge you to vote by proxy using the proxy card.

**How to Revoke a Proxy**

Your proxy may be used only at the Adjourned Annual Meeting of Members and any adjournment or postponement of this meeting and will not be used for any other meeting. You have the power to revoke your proxy at any time before it is exercised by:

- Filing written notice at the following address:  
7730 Market Center Avenue, Suite 200A,  
El Paso, TX 79912  
Attention: Justin Demola
- Submitting a properly executed proxy bearing a later date
- Attending the Adjourned Annual Meeting of Members and giving notice of your intention to vote using the methods or mechanisms provided by BPMC

**Who May Vote**

You are entitled to vote at the Adjourned Annual Meeting of Members, or any adjournment or postponement thereof, if you are a holder of record of our stock on the meeting date. Each Member is entitled to one (1) vote at the Annual Meeting of Members on all matters properly presented.

**Quorum and Voting Information**

One-third (1/3) of the Members entitled to vote present at a meeting in person or by proxy shall constitute a quorum for the transaction of business at the Adjourned Annual Meeting of Members. Abstentions will be treated as present for purposes of a quorum.

Assuming a quorum, the nominees for Director will be elected as Directors of BPMC at the Adjourned Annual Meeting of Members so long as the votes cast in favor of each such person exceed the votes cast to withhold authority for such person. You may vote in favor of or withhold authority to vote for one (1) or more nominees for Director.

Abstentions will not be counted in determining the votes cast in connection with the foregoing matters. If you are a shareholder of record, you will receive a proxy card that will tell you how to vote your shares via the email or mail.

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED  
BEST PARTNERS MORTGAGE COOPERATIVE, INC.**

The Board of Directors recommends that you vote **FOR**  
the following nominees:

	For	Against	Abstain
01) Matthew C. Clarke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
02) Jonathan E. P. Gwin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Company Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Please complete the proxy card by indicating your vote, signing and dating the form. Voting instructions must be received no later than 9:00 AM on May 10, 2023 in order to allow sufficient time to tabulate the votes prior to the start of the meeting.

Please return your proxy card to Justin Demola via email at [Justin.Demola@lendersone.com](mailto:Justin.Demola@lendersone.com) or mail your completed proxy card to:

Justin Demola, President  
Best Partners Mortgage Cooperative, Inc.  
7730 Market Center Avenue, Suite 200A,  
El Paso, TX 79912