

MERGER OF
HEARTLAND MUTUAL INSURANCE COMPANY
WITH AND INTO
ARLINGTON MUTUAL INSURANCE COMPANY

REPORT OF ANNUAL MEETING OF THE MEMBERS - HEARTLAND

Filed with the Wisconsin Office of the Commissioner of Insurance

March 19, 2024

**REPORT OF MEETING OF THE MEMBERS
FOR THE PURPOSE OF VOTING ON THE MERGER OF
HEARTLAND MUTUAL INSURANCE COMPANY
INTO
ARLINGTON MUTUAL INSURANCE COMPANY**

May 18, 2024

Heartland Mutual Insurance Company (“HMIC” or the “Company”) submits to the Office of the Commissioner of Insurance (the “OCI”) pursuant to Wis. Stat. § 612.21(6) this report of the policyholder vote on the proposed merger of HMIC into Arlington Mutual Insurance Company (“AMIC”) (the “Merger”) held on May 18, 2024, at 12:00 p.m. at Drugan’s Supper Club in Holmen, Wisconsin at the annual meeting of the Company (the “Annual Meeting”).

On [___], 2024, the members of HMIC were mailed (i) the Notice of the Annual Meeting in the form attached hereto as Exhibit A (the “Member Notice”) and (ii) a summary of the Plan of Merger between HMIC and AMIC (which was approved by the Board of Directors of HMIC on March 8, 2024, and by the OCI on [___], 2024), and (iii) a policyholder resolution ballot for members to vote on the resolution at the Annual Meeting (collectively, the “Merger Materials”). The Member Notice instructed the members to review the Merger Materials and appear at the Annual Meeting and vote in person.

At the Annual Meeting, after the members of HMIC reviewed the previously disseminated Merger Materials and had the opportunity to ask questions of the respective designated representatives of HMIC relating to the Merger, the following resolution was adopted by the members of HMIC:

RESOLVED, that after review of the Agreement and Plan of Merger and/or the Summary of the Agreement and Plan of Merger with respect to the merger of the Company with and into Arlington Mutual Insurance Company, the members of the Company hereby adopt and approve the Merger pursuant to the Agreement and Plan of Merger substantially in the form made available to the members, including the adoption of the: (i) Interior Water Damage Limitation Endorsement; (ii) Roof Limitation Endorsement; and (iii) \$2,500 Deductible Endorsement on all current Company policies effective on July 1, 2024, and authorize its Board of Directors to take or cause to be taken any remaining actions necessary to effectuate such merger.

[___] members of HMIC were entitled to vote on the Merger at the Annual Meeting. Of the [___] members of HMIC who voted on the resolution, [___] voted in favor of adoption and [___] members voted against adoption. Of the members voting, [___] voted in favor of adoption and [___] members voted against adoption. All votes were cast in person at the Annual Meeting.

[Remainder of the page left blank intentionally; Signatures follow]

Dated this ____ day of May, 2024.

HEARTLAND MUTUAL INSURANCE COMPANY

By: _____
Name: Mark Tranberg
Title: President

Attest:

By: _____
Name: Lorraine Brown
Title: Secretary

EXHIBIT A
MEMBER NOTICE

See attached.