

CONVERSION

of

**ASHLAND COUNTY TOWN INSURANCE COMPANY,
a Chapter 612 mutual insurance company,**

**DARLINGTON MUTUAL INSURANCE COMPANY,
a Chapter 612 mutual insurance company,**

**LIBERTY MUTUAL FIRE INSURANCE COMPANY,
a Chapter 612 mutual insurance company,**

**PRICE COUNTY TOWN MUTUAL INSURANCE COMPANY,
a Chapter 612 mutual insurance company,**

**RIVER FALLS MUTUAL INSURANCE COMPANY,
a Chapter 612 mutual insurance company,**

and

**STOCKHOLM TOWN MUTUAL INSURANCE COMPANY,
a Chapter 612 mutual insurance company,**

with and into

**RIVER VALLEY MUTUAL INSURANCE COMPANY,
a Chapter 612 mutual insurance company,**

which shall convert into

**RIVER VALLEY MUTUAL INSURANCE COMPANY,
a Chapter 611 mutual insurance company**

REPORT OF SPECIAL MEETING OF THE MEMBERS – PRICE COUNTY

Filed with the Wisconsin Office of the Commissioner of Insurance

November 2, 2023

**REPORT OF SPECIAL MEETING OF THE MEMBERS
FOR THE PURPOSE OF VOTING ON THE CONVERSION OF
ASHLAND COUNTY TOWN INSURANCE COMPANY,
DARLINGTON MUTUAL INSURANCE COMPANY,
LIBERTY MUTUAL FIRE INSURANCE COMPANY,
PRICE COUNTY TOWN MUTUAL INSURANCE COMPANY,
RIVER FALLS MUTUAL INSURANCE COMPANY
AND STOCKHOLM TOWN MUTUAL INSURANCE COMPANY
INTO RIVER VALLEY MUTUAL INSURANCE COMPANY
WHICH SHALL CONVERT INTO A
CHAPTER 611 MUTUAL INSURANCE CORPORATION**

DECEMBER [●], 2023

Price County Town Mutual Insurance Company (“Price”), hereby submits to the Office of the Commissioner of Insurance (the “OCI”) pursuant to Wis. Stat. § 612.23(5) this report of the Special Meeting of Members held on December 16, 2023 at 10:00 a.m. at the VFW Hall in Phillips, Wisconsin (the “Special Meeting”) to discuss and to vote on the proposed conversion (the “Conversion”) of Price, together with River Valley Mutual Insurance Company (“River Valley”), Ashland County Town Insurance Company (“Ashland”), Darlington Mutual Insurance Company (“Darlington”), Liberty Mutual Fire Insurance Company (“Liberty Mutual”), River Falls Mutual Insurance Company (“River Falls”), and Stockholm Town Mutual Insurance Company (“Stockholm”), each a separate town mutual insurance corporation organized under Chapter 612 of the Wisconsin Statutes, into a single mutual insurance corporation organized under Chapter 611 of Wisconsin Statutes whereby the separate existence of Price, Ashland, Darlington, Liberty Mutual, River Falls, and Stockholm shall thereupon cease and River Valley shall continue as the surviving company under Chapter 611 of the Wisconsin Statutes (at times referred to herein as the “Converted Corporation”).

On November [●], 2023, the members of Price were mailed (i) the Notice of the Special Meeting in the form attached hereto as Exhibit A (the “Member Notice”) and (ii) a summary of the Agreement and Plan of Conversion among Price, River Valley, Ashland, Darlington, Liberty Mutual, River Falls and Stockholm (which was approved by the Board of Directors of Price on October 10, 2023, and by the OCI on November [●], 2023, (collectively, the “Conversion Materials”). The Member Notice instructed the members to review the Conversion Materials and attend the Special Meeting to vote on the Conversion in person.

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

RESOLVED, that after review of the Summary of the Agreement and Plan of Conversion and/or the Agreement and Plan of Conversion (collectively, the “Conversion Documents”), and the ability to inquire of the Board of Directors of Price regarding the same, the members of Price hereby (i) adopt and approve, in all material respects, the Conversion pursuant to the Agreement and Plan of Conversion substantially in the form made available to the members, including the articles of incorporation and bylaws of River Valley and the election of the proposed directors of the Board of Directors of the Converted Corporation as set forth in the Conversion Documents, and (ii) authorize its Board of Directors to take any and all remaining actions necessary to effectuate the Conversion.

[●] members of Price were entitled to vote at the Special Meeting. Of the [●] members of Price who voted on the resolution, [●] voted in favor of adoption and [●] members voted against adoption. All votes were cast in person.

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

Dated this _____ day of December, 2023.

PRICE COUNTY TOWN MUTUAL INSURANCE COMPANY

By: _____

Name: Leonard J. Schmidt

Title: President

Attest:

Name: Karen Koch, Secretary

EXHIBIT A
MEMBER NOTICE

See attached.