

**CONVERSION**

**of**

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

**with and into**

**SUGAR CREEK MUTUAL INSURANCE COMPANY,  
a Chapter 612 mutual insurance company,**

**which shall convert into**

**SUGAR CREEK MUTUAL INSURANCE COMPANY,  
a Chapter 611 mutual insurance company**

**PROPOSED NOTICE TO POLICYHOLDERS OF SPECIAL MEETING - MEDINA**

*Filed with the Wisconsin Office of the Commissioner of Insurance*

**November 16, 2023**



November \_\_, 2023

TO: All Policyholders of Medina Mutual Insurance Company

RE: Notice of Special Policyholder Meeting – December 19, 2023 – Conversion to Chapter 611

**NOTICE IS HEREBY GIVEN THAT** a special meeting of the Medina Mutual Insurance Company (“Medina”) policyholders will be held on **December 19<sup>th</sup>, 2023 at 6:00 at Marshall United Methodist Church at 318 William Street in Marshall, Wisconsin**, to discuss and to vote on the proposed conversion (the “Conversion”) of Medina, together with Sugar Creek Mutual Insurance Company (“Sugar Creek”, and collectively with Medina, the “Constituent Corporations”), 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 existence of Medina shall thereupon cease and Sugar Creek shall continue as the surviving company under Chapter 611 of the Wisconsin Statutes (at times referred to herein as the “Converted Corporation”) through consideration of the following resolution:

**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 Medina regarding the same, the members of Medina 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 Sugar Creek 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.

The Board of Directors of Medina approved the Conversion pursuant to the terms and conditions of the Agreement and Plan of Conversion on November 16, 2023. The Board now recommends that you vote “**YES**” on the policyholder resolution to approve the Conversion pursuant to the Agreement and Plan of Conversion. Members will also consider and vote upon any matters as may properly come before the meeting or any adjournments or postponements thereof.

All Medina policyholders have a right to vote on the Conversion under Wis. Stat. § 612.12. Policyholders must cast their vote in person at the special meeting or by mail. Enclosed with this correspondence is a Summary of the Plan of Conversion and Policyholder Resolution Ballot. **Please review these materials and (1) make plans to attend the Special Meeting on December 19, 2023, or (2) return the ballot Mail Ballot included with this notice no later than December 19, 2023, at 5:00 pm.**

The Agreement and Plan of Conversion was filed by the Constituent Corporations with the Office of the Commissioner of Insurance on November 16, 2023.

A complete copy of the Agreement and Plan of Conversion is available for your inspection, if you wish, during business hours at the Medina or Sugar Creek offices. You may also contact Manager Shawn Korth at (608) 655-4161 or Director Carla Buchanan at (608) 807-6301 or email at [info@medinamutual.com](mailto:info@medinamutual.com) if you prefer that we email or mail you the meeting materials or a paper copy of the Agreement and Plan of Conversion. Please call if you have any questions about the Conversion or the Special Meeting.

**If you plan to vote by mail, please complete and return the enclosed Policyholder Resolution Ballot as soon as possible. Even if you return your vote by mail, we hope to still see you at the special meeting on December 19, 2023, at 6:00 at Marshall United Methodist Church. While not required, if you know you plan to attend the special meeting, it would be helpful for our planning purposes if you could RSVP by phone at (608) 655-4161 or email at [info@medinamutual.com](mailto:info@medinamutual.com) by December 12, 2023.**

**Please note, all mailed ballots must be returned by December 19, 2023, at 5:00 pm. Please be sure to return your ballot by mail (in the enclosed envelope) or email to [info@medinamutual.com](mailto:info@medinamutual.com). You may also vote in person at the Special Meeting.**