

**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 AMENDED NOTICE TO POLICYHOLDERS OF SPECIAL  
MEETING – SUGAR CREEK**

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

**November 16, 2023**

[Sugar Creek Letterhead]

November 20, 2023

TO: All Policyholders of Sugar Creek Mutual Insurance Company

RE: **Amended** Notice of Special Policyholder Meeting – December 6, 2023 – Conversion to Chapter 611 mutual insurance company

*This amended notice of special meeting is provided to the policyholders of Sugar Creek Mutual Insurance Company (the “Company”), and replaces the notice originally provided on November 3, 2023. Since the original notice was provided, Medina Mutual Insurance Company (“Medina”) has approached Sugar Creek about merging with and into the Company and jointly converting into a Chapter 611 mutual insurance company. The Board of Directors of the Company has determined that the addition of Medina will result in a stronger, more geographically dispersed company better positioned to obtain reinsurance and serve the policyholders of the Constituent Corporations.*

**NOTICE IS HEREBY GIVEN THAT** a special meeting of the Sugar Creek Mutual Insurance Company (the “Company”) policyholders will be held on December 6, 2023, at 6:30 p.m. at the Evergreen Golf Course in Elkhorn, Wisconsin, to discuss and to vote on the proposed conversion of the Company, together with Medina Mutual Insurance Company (“Medina”, together with the Company, the “Constituent Corporations”) into a mutual insurance corporation organized under Chapter 611 of Wisconsin Statutes (the “Conversion”) through consideration of the following resolution:

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

The Conversion was filed with the Wisconsin Office of the Commissioner of Insurance (the “OCI”) on November 17, 2023. In addition to the OCI's approval, the company's policyholders must approve the Conversion before it can take effect. The Board now recommends you vote “**YES**” on the policyholder resolution to approve the Conversion. Members will also consider and vote upon any other matters that may properly come before the meeting, or any adjournments or postponements thereof.

All of the Company's policyholders have a right to vote on the Conversion under Wis. Stat. § 612.12. Policyholders may cast their vote in person at the special meeting. Enclosed with this correspondence is a Summary of the Agreement and Plan of Conversion for your review prior to the special meeting; please note, the Summary included with this mailing replaces the original summary mailed to policyholders of the Company on November 3, 2023.

A complete copy of the Agreement and Plan of Conversion is available for your inspection, if you wish, during business hours at the Company office. You may also contact us by phone at (262) 723-3244 or email at areed@sugarcreekmutual.com, if you prefer that we email or mail you the meeting materials or a paper copy of the Agreement Plan of Conversion. Please call if you have any questions about the Conversion or the special meeting.

**Your vote is important, and we hope to see you at the special meeting on December 6, 2023, at 6:30 p.m. at the Evergreen Golf Course in Elkhorn, Wisconsin. Please RSVP to the office to confirm that you will be attending the special meeting.**