

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**

REPORT OF SPECIAL MEETING OF THE MEMBERS – SUGAR CREEK

Filed with the Wisconsin Office of the Commissioner of Insurance

November 16, 2023

**REPORT OF SPECIAL MEETING OF THE MEMBERS
FOR THE PURPOSE OF VOTING ON THE CONVERSION OF
MEDINA MUTUAL INSURANCE COMPANY
INTO SUGAR CREEK MUTUAL INSURANCE COMPANY
WHICH SHALL CONVERT INTO A
CHAPTER 611 MUTUAL INSURANCE CORPORATION**

December 6, 2023

Sugar Creek Mutual Insurance Company (“Sugar Creek”), 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 6, 2023 at 6:30 p.m. at Evergreen Golf Course, N6246 US Highway 12, Elkhorn, Wisconsin 53121 (the “Special Meeting”) to discuss and to vote on the proposed conversion (the “Conversion”) of Sugar Creek, together with Medina Mutual Insurance Company (“Medina”), 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”).

On November [], 2023, the members of Sugar Creek 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 between Sugar Creek and Medina (which was approved by the Board of Directors of Sugar Creek on November [], 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 Sugar Creek reviewed the previously disseminated Conversion Materials and had the opportunity to ask questions of the respective designated representatives of Sugar Creek relating to the Conversion, the following resolution was adopted by the members of Sugar Creek:

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.

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

[Remainder of page intentionally left blank; signatures follow]

Dated this 6th day of December, 2023.

SUGAR CREEK MUTUAL INSURANCE COMPANY

By: _____
Name: Robert Agnew
Title: Chairman

Attest:

Name: Bruce Vander Veen, Secretary

EXHIBIT A
MEMBER NOTICE

See attached.