

CONVERSION
of
THERESA MUTUAL INSURANCE COMPANY
from a
CHAPTER 612 TOWN MUTUAL INSURANCE COMPANY
into a
CHAPTER 611 MUTUAL INSURANCE COMPANY

PROPOSED NOTICE TO POLICYHOLDERS OF SPECIAL MEETING

Filed with the Wisconsin Office of the Commissioner of Insurance

NOVEMBER 3, 2023

[Theresa Letterhead]

[●], 2023

TO: All Policyholders of Theresa Mutual Insurance Company

RE: Notice of Special Policyholder Meeting – Thursday, December 14, 2023 – Conversion to Chapter 611 mutual insurance company

NOTICE IS HEREBY GIVEN THAT a special meeting of the Theresa Mutual Insurance Company (the “Company”) policyholders will be held on Thursday, December 14, 2023, at 7:00 p.m. at the Theresa Town Hall, N8679 County Road P, in the Town of Theresa, Wisconsin, to discuss and to vote on the proposed conversion of the Company 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 Summary of the Plan of Conversion and/or the 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 Plan of Conversion, including (1) 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 (2) 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.

In the event a quorum is not present, the meeting will be postponed until such date and time as a quorum is present. The Board of Directors of the Company (the “Board”) approved the Conversion pursuant to the terms and conditions of the Plan of Conversion on September 14, 2023. The Board now recommends that you vote “YES” on the policyholder resolution to approve the Conversion pursuant to the 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 the Company 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 Plan of Conversion and Policyholder Resolution Ballot that will be presented at the Special Meeting.

The Plan of Conversion was filed by the Company with the Office of the Commissioner of Insurance (the “Commissioner”) on November 3, 2023. Pursuant to Wisconsin law, the Company obtained the Commissioner’s approval of the Plan of Conversion prior to it being submitted to a vote of the policyholders.

A complete copy of the 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 (920) 448-4401 or email at office@theresamutual.com, if you prefer that we email or mail you the meeting materials or a paper copy of the Plan of Conversion. Please call if you have any questions about the Conversion or the special meeting.

By Order of the Board of Directors

Theresa, Wisconsin [●], 2023

Robert Belling, Secretary