

**POLICYHOLDER RESOLUTIONS
OF THE MEMBERS APPROVING
THE AFFILIATION OF
WISCONSIN RIVER MUTUAL INSURANCE COMPANY
WITH
MT. MORRIS MUTUAL INSURANCE COMPANY
(MAIL-IN BALLOT)**

October 24, 2023

WHEREAS, Wisconsin River Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“Wisconsin River”) intends to convert under Wis. Stat. § 612.23 from a town mutual insurance corporation governed by Chapter 612 of the Wisconsin Statutes to a domestic mutual insurance corporation governed by Chapter 611 of the Wisconsin Statutes (the “Conversion”), in accordance with the plan of conversion approved by the Wisconsin River Board of Directors August 23, 2023 (the “Plan of Conversion”);

WHEREAS, the Conversion is intended to facilitate the affiliation (the “Affiliation”) of Wisconsin River with Mt. Morris Mutual Insurance Company, a Wisconsin domestic mutual insurance corporation (“Mt. Morris”), in accordance with the terms of that certain affiliation agreement (the “Affiliation Agreement”) by and between Wisconsin River and Mt. Morris, pursuant to which Wisconsin River shall (i) nominate and elect certain designees of Mt. Morris to its Board of Directors, (ii) amend and restate its articles of incorporation and bylaws, (iii) enter into a reinsurance pooling agreement, reinsurance allocation agreement, and management agreement, and (iv) otherwise affiliate with Mt. Morris pursuant to the terms and conditions of the Affiliation Agreement; and

NOW THEREFORE, BE IT RESOLVED, that after review and discussion of the Conversion pursuant to the Plan of Conversion, the members of Wisconsin River hereby adopt and approve the Conversion pursuant to the Plan of Conversion and authorize Wisconsin River’s Board of Directors and officers to take any remaining actions necessary to effectuate the Conversion.

BE IT FURTHER RESOLVED, the articles of incorporation and bylaws of Wisconsin River shall be amended and restated in the form presented to the members, effective as of January 1, 2024; and

BE IT FURTHER RESOLVED, the following individuals shall be elected as directors of on the Board of Directors of Wisconsin River effective as of January 1, 2024: Daniel Fenske, Greg Gonnering, Connie Weber, Danielle Loeffler, Blake Frederick, Brian Gasser, Paul Dietmann, Paul Endres, and Richard Wipperfurth.

Should these policyholder resolutions be approved?

(Select only one)

YES

NO

I plan to attend the Special Meeting and will vote in person.

Questions/Comments:

Wisconsin River Mutual Insurance Company Policy #: _____

Member: _____
(Print Name)

Member's Signature: _____

Date: _____

NOTE: This mail-in ballot must be received by [●], 2023 at [●] [a.m./p.m.], for your vote to be counted. Ballots can be returned via email to [●] or via mail in the envelope enclosed. You may also attend the meeting and vote in person.