

**Procedures for the Conduct of Voting on
AMERICAN FAMILY MUTUAL INSURANCE COMPANY’S Proposal
to Convert to a Mutual Holding Company Structure**

I. Introduction

In connection with the proposed conversion of American Family Mutual Insurance Company (“AFMIC”) to a Wisconsin stock insurance company in a mutual holding company structure (the “Conversion Transaction”), pursuant to the Mutual Holding Company Plan (the “Plan”) adopted by the Board of Directors of AFMIC (the “Board”) as of September 30, 2016, the Officers of AFMIC, acting upon direction and authority conferred by the Board, have adopted and approved certain rules and procedures for the conduct of voting by policyholders (collectively, the “Voting Procedures”) to approve or disapprove the Plan and the transactions contemplated thereby, including the amendment and restatement of the Articles of Incorporation of AFMIC in the form of the Second Amended and Restated Articles of Incorporation (the “Second Amended and Restated Articles”) of American Family Mutual Insurance Company, S.I. (“Converted AFMIC”). The Voting Procedures were adopted consistent with Sections 611.42(1), (1m), (2) and (3), 611.51(6), and 644.07(8) of the Wisconsin Insurance Code, Sections 181.0707, 181.0724, 181.0727 and 181.0841 of the Wisconsin Nonstock Corporation Law, Article V of the current Amended and Restated Articles of Incorporation of AFMIC (the “Current AFMIC Articles”), and Articles II and IV of the current Second Amended and Restated Bylaws of AFMIC (the “Current AFMIC Bylaws”).

II. Background

A. Submission of Plan to Policyholders

Section 644.07(8) of the Wisconsin Insurance Code states, in relevant part, that “the mutual holding company plan shall be submitted at any regular or special meeting of policyholders to a vote of the persons who were policyholders of the converting insurance company on the date of the resolution under sub. (2) and who remain policyholders on the record date established for the vote by the board.” Section 644.07(8) also provides that “[v]oting shall be in accordance with the articles or bylaws of the converting insurance company ... and in no event shall the required vote to approve the plan be less than a majority of those policyholders voting... [and] [o]nly proxies specifically related to the mutual holding company plan may be used for a vote on approval under this subsection.”

B. Eligibility of Policyholders to Vote

1. Section 611.42(2) of the Wisconsin Insurance Code states, in relevant part, that “[p]olicyholders in all mutuals have the right to vote on conversion, voluntary dissolution, amendment of the articles, and the election of all directors except public directors appointed under s. 611.53(1).”

2. Section 611.42(3) of the Wisconsin Insurance Code states, in relevant part, “[t]he articles or bylaws shall contain rules governing voting eligibility consistent with sub. (2) and voting procedures.”
3. Article II, Section 4 of the Current AFMIC Bylaws states “Each member, present in person or represented by proxy, at any annual or special meeting of the members shall be entitled to cast one vote.”

C. Voting by Proxy and Acceptance of Proxies

1. Section 611.425(2)(a) states that “[u]nless the articles of incorporation or bylaws prohibit or limit proxy voting, a policyholder may appoint another person as proxy to vote or otherwise act for the policyholder at a meeting of policyholders...”
2. Article II, Section 5 of the Current AFMIC Bylaws states: “A member may vote at any meeting of the members in person or by proxy. A member may appoint a proxy to vote or otherwise act for the member by a written appointment form signed by or on behalf of the member.... Proxies shall be valid only for one meeting, to be specified therein, unless otherwise provided in the proxy, and any adjournments of such meeting. Proxies shall be dated and shall be filed with the records of the meeting. The Board of Directors shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies. Proxies must be filed with and be in the hands of the Secretary at least five (5) days prior to the date of any annual or special meeting of the members and any proxy not so filed shall not be voted.”
3. Section 611.51(6) states that “[t]he board shall manage the business and affairs of the corporation and may not delegate its power or responsibility to do so, except to the extent authorized by ss. 180.0841, 181.0841, 611.56 and 611.67.”
4. Section 181.0841 states that “[e]ach officer or agent has the authority and shall perform the duties set forth in the bylaws or, to the extent consistent with the bylaws, the duties and authority prescribed in a resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.”
5. The Board has authorized certain officers of AFMIC to solicit and vote proxies for the Special Meeting (as defined below) pursuant to a unanimous vote at a meeting on May 23, 2016.
6. Section 181.0724(6) states that “[s]ubject to s. 181.0727 and any express limitation on the proxy’s authority appearing on the face of the appointment form, a corporation is entitled to accept the proxy’s vote or other action as that of the member making the appointment.”

7. Section 181.0727(1) states that “[i]f the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a member, the corporation if acting in good faith is entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the member.” *See* Section VI.F and Exhibit B for procedures used to determine whether signatures correspond to the name of a member.
8. Section 181.0727(2) states that “[i]f the name signed on a vote, consent, waiver, or proxy appointment does not correspond to the record name of a member, the corporation if acting in good faith is nevertheless entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the member if any of the following conditions exists: (a) [t]he member is an entity and the name signed purports to be that of an officer or agent of the entity[;] (b) [t]he name signed purports to be that of an attorney-in-fact of the member and if the corporation requests, evidence acceptable to the corporation of the signatory’s authority to sign for the member has been presented with respect to the vote, consent, waiver, or proxy appointment[;] (c) [t]wo or more persons hold the membership as cotenants or fiduciaries and the name signed purports to be the name of at least one of the coholders and the person signing appears to be acting on behalf of all of the coholders.”

D. Authority of Board of Directors to Fix Record Date

1. Section 611.42(1m) of the Wisconsin Insurance Code adopts and applies Section 181.0707 of the Wisconsin Nonstock Corporation Law to mutual insurance companies such as AFMIC.
2. Section 181.0707(1) states, in relevant part, that “[t]he bylaws of a corporation may fix or provide the manner of fixing a date as the record date for determining the members entitled to notice of a members’ meeting. If the bylaws do not fix or provide for fixing such a record date, the board may fix a future date as such a record date.”
3. Section 181.0707(2) states, in relevant part, that “[t]he bylaws of a corporation may fix or provide the manner of fixing a date as the record date for determining the members entitled to vote at a members’ meeting. If the bylaws do not fix or provide for fixing such a record date, the board may fix a future date as such a record date.”
4. Article II, Section 7 of the Current AFMIC Bylaws states: “The Board of Directors may fix a date for determination of record those members who are entitled to notice of and to vote at meetings of members, which date shall be not less than twenty (20) or more than ninety (90) days prior to such meeting.” *See* Section III.B for details regarding the Resolution Date and Record Date for the Special Meeting.

E. Amending Articles of Incorporation

Article V of the Current AFMIC Articles states, in relevant part: “These Articles may be amended by a vote of three-fourths of the members voting at a meeting after the proposed amendment has been filed with its Secretary and the Commissioner, and a copy thereof with notice of time and place of meeting has been mailed to each member at least 30 days prior to such meetings....”

III. Determination of Policyholders Entitled to Notice of the Special Meeting and to Vote on the Plan

A. Special Meeting

The Special Meeting of Policyholders to vote on the Plan will be held on December 7, 2016 (the “Special Meeting”).

B. Resolution Date and Record Date

Through a unanimous written consent action effective September 30, 2016 (the “Resolution Date”), the Board unanimously adopted the Plan in final form and established September 30, 2016 as the record date (the “Record Date”) for purposes of policyholder notice of the Special Meeting and voting on the Plan.

C. Voting Groups

Two conceptually different groups of AFMIC policyholders are eligible to receive notice of, and to vote at, the Special Meeting. First, for purposes of Section 644.07(8) of the Wisconsin Insurance Code, those policyholders of AFMIC who were policyholders on both the Resolution Date and the Record Date are entitled to vote on the Plan (the “Insurance Law Voting Group”). Second, for purposes of the Current AFMIC Articles and Current AFMIC Bylaws, those policyholders of AFMIC who were policyholders on the Record Date are entitled to vote on the Plan (the “Corporate Law Voting Group”).

Because the Resolution Date and the Record Date are identical (September 30, 2016), the eligibility requirements for inclusion in the Insurance Law Voting Group and the Corporate Law Voting Group are identical. Accordingly, a policyholder of AFMIC is a member of each voting group, and is therefore eligible to receive notice of the Special Meeting and to vote on the Plan, if as of close of business on September 30, 2016 the policyholder was listed on the records of AFMIC as a policyholder of one or more in-force policies issued or assumed by AFMIC. All such policyholders are referred to herein as “Eligible Members”.

IV. Quorum and Voting Thresholds for Approval of the Plan

A. Quorum Threshold

The Plan must be approved by the Eligible Members present and voting at a policyholder meeting where the requisite quorum is present. Under Article II, Section 6 of the Current AFMIC Bylaws, the quorum requirement is met if ten (10) AFMIC policyholders eligible to vote at the Special Meeting are present in person.

B. Voting Threshold

Pursuant to Section 644.07(8) of the Wisconsin Insurance Code, a Plan of Conversion will be approved by a vote of the members in accordance with the Current AFMIC Articles and Current AFMIC Bylaws, but in any event shall be subject to approval of not less than a majority of the Eligible Members present and voting at the Special Meeting (either in person or by valid proxy). There is no supermajority voting requirement for approval of the Plan, as such, in the Current AFMIC Articles or Current AFMIC Bylaws. However, pursuant to the Current AFMIC Articles and Current AFMIC Bylaws, an amendment to the Articles will be approved if three-fourths of the Eligible Members present and voting at the Special Meeting (either in person or by valid proxy) vote in favor of such amendment.

Because the approval and adoption of the Second Amended and Restated Articles is effected through the approval and adoption of the Plan, the three-fourths voting threshold will be required to approve the Plan.

V. Notice of the Special Meeting

A. Regulatory Approval of Notice and Informational Materials

AFMIC previously filed with the Wisconsin Office of the Commissioner of Insurance (“OCI” or the “Commissioner”) a proposed Notice of Special Meeting (the “Notice”), along with various informational and other documents relating to the Conversion Transaction (the “Policyholder Information Booklet”), for the Commissioner’s approval. The form of the Notice and other informational materials were approved by the Commissioner on September 29, 2016.

B. Mailing of Notice and Informational Materials

On October 11, 2016, AFMIC will commence the mailing of the Notice and Policyholder Information Booklet to the Eligible Members of AFMIC. Pursuant to Wis. Stat. § 644.07(6)(b)(2), a separate, more limited mailing will be sent to the insurance commissioner of every jurisdiction in which AFMIC is authorized to do business. The relevant insurance commissioners are entitled to notice of the Public Hearing but are not entitled to notice of, or to vote at, the Special Meeting.

The mailing to the Eligible Members consists of the following materials:

1. Notice of the Public Hearing.
2. Letter from AFMIC's Chairman and Chief Executive Officer.
3. Notice of the Special Meeting.
4. Policyholder Information Booklet.
5. The Plan and certain Exhibits thereto.
6. Proxy Card.
7. Postage-paid return envelope.

The mailing will be sent to the last-known address of each Eligible Member (*i.e.*, the address that appeared on the membership records of AFMIC) via first class mail with postage thereon prepaid.

C. Mailing Agent

AFMIC will use AST Fund Solutions, LLC (the "Mailing Agent") to conduct the mailing to the Eligible Members. The Mailing Agent's facility from which the mailing will be done is located in 15 Enter Lane, Islandia, NY 11749.

D. Replacement Mailings

In cases where an Eligible Member notifies AFMIC that he or she did not receive, is missing parts of, or needs replacements of particular items provided to Eligible Members by mail, AFMIC will so notify the Mailing Agent, and such mailing or missing material will be resent by the Mailing Agent at no charge to the Eligible Member via first class mail.

E. List of Eligible Members

AFMIC derived the list of Eligible Members and their addresses from automated systems. Although some procedures unique to this mailing were employed to produce this list, the automated systems are generally designed to maintain and produce information relative to the policyholders of AFMIC and are used in billing and/or policy production. AFMIC has a high degree of confidence in the accuracy of these records because they are used in the ordinary course of business to bill customers and/or provide legally binding contracts, and AFMIC has been successful in these activities.

VI. Receipt, Custody, Safeguarding, Verification and Tabulation of Proxy Forms

The receipt, custody, safeguarding, verification and tabulation of the votes by proxy will follow the guidelines and procedures set forth in this paragraph VI.

A. Proxy Agent

AFMIC has retained AST Fund Solutions, LLC (the “Proxy Agent”) to act on behalf of the Secretary of the Corporation in the receipt, custody, safeguarding, verification and tabulation of proxy forms. Receipt by the Proxy Agent will be deemed to be receipt by the Secretary for purposes of Section 5 of the Current AFMIC Bylaws.

B. Forms

AFMIC will supply each Eligible Member with one proxy form, appointing a proxy to vote on behalf of such Eligible Member on approval of the Plan.

C. One Vote per Eligible Member

Each Eligible Member shall be entitled to one (1) vote on the Plan, regardless of the number of AFMIC policies owned by an Eligible Member.

D. Receipt of Proxies

1. Proxies by Mail:

Proxies may be returned by mail in a postage-paid return envelope (provided in the notice package to policyholders) to a specifically designated and unique post office box in Ridgely Park, NJ maintained by the Proxy Agent. To facilitate supervision of all incoming mail, it is anticipated that this will be the only post office box used for the return of proxies. The Proxy Agent will collect incoming proxy envelopes from the post office as often as necessary to handle the volume of the returns, but in any case at least daily.

AFMIC will advise all locations and personnel that receive correspondence from AFMIC policyholders to forward to AFMIC’s corporate offices in Madison, Wisconsin any proxies received by mail at such locations. Such proxies will then promptly be forwarded to the Proxy Agent.

2. Deadline for Proxies:

In accordance with Article II, Section 5 of the Current AFMIC Bylaws, proxies delivered by mail must be received by the Proxy Agent at least five (5) days prior to the date of the Special Meeting in order to be valid and effective.

E. Custody and Safeguarding of Proxies

All physical proxies shall be held and safeguarded in a locked room by the Proxy Agent or its designee at its offices in 55 Challenger Road, Ridgefield Park, NJ. Electronic records of proxies shall be maintained by the Proxy Agent or its designee on secure computer systems operated by and under the control of the Proxy Agent.

F. Verification and Tabulation of Proxies

1. Establishing and Confirming Voting Eligibility:

- a. For purposes of confirming eligibility to vote as an Eligible Member, AFMIC will create a database containing a list of AFMIC's policyholders as of close of business on the Record Date (the "Eligible Member Database"). Using the Eligible Member Database, the Mailing Agent will print a bar code and a unique identifying number on each proxy card that identifies the policyholder as an Eligible Member and which will enable the Proxy Agent to confirm as part of the recording process that the proxy is submitted by an Eligible Member. For proxies counted manually, the Proxy Agent will manually check the name of the policyholder against the Eligible Member Database to confirm that the proxy is submitted by an Eligible Member.
- b. Each policyholder (whether a natural person or an entity) on an AFMIC policy shall be entitled to one vote, regardless of the number of policies owned by such policyholder. Entities with different Tax Identification Numbers (TINs) shall be deemed different policyholders.
- c. In circumstances where a policy has more than one policyholder (regardless of whether such policyholders are natural persons, entities, or both), AFMIC will follow the eligibility rules set forth in Exhibit A to determine the policyholders(s) entitled to vote.

2. Valid and Invalid Proxies

- a. Prior to recording an Eligible Member's voting instructions submitted via proxy, the Proxy Agent will determine whether such Eligible Member's proxy is Valid (as defined below), or Invalid (as defined below).
- b. The validity of proxies will be determined based on the following criteria:
 - (i) Proxies must have no more than one box "FOR" or "AGAINST" checked to be Valid.

- (ii) If no preference for the vote on the Plan is indicated, the proxy is Valid and is a vote “FOR” the item(s) for which no preference was indicated.
- (iii) If both boxes are checked, the entire proxy is Invalid.

Additional criteria for determining the validity of proxies are set forth in Exhibit B. Proxies determined to be valid in accordance with this paragraph VI.F.2 and Exhibit B are referred to herein as “Valid.” All other proxies are referred to herein as “Invalid.”

- c. Only Valid proxies will be counted as a vote “FOR” or “AGAINST” any particular item and included in the total vote count. Invalid proxies will not be counted as a vote “FOR” or “AGAINST” any particular item and will not be included in the total vote count.
- d. If a policyholder executes more than one proxy, the following rules apply to determine which proxy prevails:
 - (i) The proxy with the latest execution date shall prevail.
 - (ii) The date of receipt of the proxy, based on the records of the Proxy Agent, will be deemed to be the date of execution of the proxy.

3. Processing of Proxies

- a. The envelopes, proxies and any other material contained in the envelopes will be processed and the proxies tabulated by the Proxy Agent on a daily basis, to the extent feasible.
- b. The Proxy Agent will open all proxy envelopes by machine. Proxies with attached or enclosed correspondence will be separated from their attachments or enclosures manually. The Proxy Agent will forward the correspondence to AFMIC. If otherwise Valid, the Proxy Agent will electronically record these proxies as provided in paragraph VI.F.4.
- c. In addition to the requirements for validity set forth in paragraph VI.F.2, the Proxy Agent will follow the guidelines set forth in Exhibit B to determine whether a proxy received by mail is Valid or Invalid.

4. Recording of Proxies

- a. The Proxy Agent will record all Valid proxies received in a secure electronic system created and maintained by the Proxy Agent for that purpose.
- b. The electronic system will prevent the acceptance and counting of duplicate proxies from the same Eligible Member, and permit the Proxy Agent to produce the information required under paragraph VI.F.5.

5. Voting in Person (By Ballot) at the Special Meeting

If an Eligible Member attends the Special Meeting in person and submits a properly completed ballot, any proxy previously submitted by such Eligible Member shall be deemed an Invalid Proxy. The Secretary of the Corporation shall establish criteria for the determination of whether a ballot has been properly completed which are substantially the same as the criteria used for determining whether a proxy is Valid.

6. Tabulation of Ballots and Proxies

Prior to the close of the Special Meeting, except as otherwise permitted or directed by the Commissioner, the Proxy Agent will make information on the policyholder vote available to AFMIC as follows:

- a. Current data on the total number of Valid votes received, and the percentage of Valid votes voted “FOR” and “AGAINST” adoption of the Plan.
- b. Information on the receipt of a policyholder’s proxy used to respond to a particular policyholder’s inquiry as to whether the policyholder’s proxy has been received.
- c. Such other information as AFMIC may request.

G. Certification of Vote and Issuance of Certificate of Authority

1. As promptly as practicable after the close of the Special Meeting, the Proxy Agent shall provide to AFMIC a certificate as to the accuracy of the vote count.
2. After the Special Meeting, AFMIC shall deliver an affidavit to the Commissioner as to the results of the Special Meeting. If the Plan was approved by the requisite vote and the affidavit is acceptable to the Commissioner, the Commissioner will issue a certificate of authority to Converted AFMIC effective on the date of the Special Meeting or such later effective date for the Conversion Transaction approved by the policyholders. The affidavit shall include, at a minimum, the following information:

- a. The date of the Special Meeting.
- b. The number of Eligible Members.
- c. The number of policyholder information packets returned as undeliverable.
- d. The total number of Valid votes cast in person or by proxy.
- e. The tabulation of Valid votes “FOR” and “AGAINST” the Plan, and upon any other matter voted upon at the Special Meeting.

VII. Solicitation of Votes

Votes “FOR” the approval of the Plan may be solicited by representatives (including directors and officers) of AFMIC, and by the Proxy Agent, in person or by mail, telephone, facsimile, e-mail or other means of communication.

* * * * *

These Voting Procedures are Adopted and Approved on _____, 2016

David C. Holman

Attest:

Ann F. Wenzel

EXHIBIT A: ELIGIBILITY RULES

#	Policy 1	Policy 2	Policy 3	Policy 4	Voting Criteria
	A & B, Policyholder				1 vote each for A and B in Policy 1.
1	C & D, Policyholder	C, Policyholder	D, Policyholder		Since Policy 2 and Policy 3 each have only one individual policyholder, for voting purposes, Policy 2 and Policy 3 each will be given voting rights and Policy 1 will be removed as it is considered a Duplicate.
2	E & F, Policyholder	E, Policyholder			1 vote each for E and F in Policy 1 and since Policy 2 has E again it will be removed as it is considered a Duplicate.
3	G & H, Policyholder		G, Policyholder		1 vote each for G and H in Policy 1 and since Policy 3 has G again it will be removed as it is considered a Duplicate.
4	I & J, Policyholder	I & J, Policyholder			1 vote each for I and J in Policy 1 and since Policy 2 has I and J again it will be removed as it is considered a Duplicate.
4B	K & L, Policyholder	L & K, Policyholder			1 vote each for K and L in Policy 1 and since Policy 2 has K and L again it will be removed as it is considered duplicate.
5	M, N, O & P, Policyholder	M, N & O Policyholder			1 vote to each of the Insured on Policy 1 (M, N, O and P) and since Policy 2 Insureds have already been given a vote it will be removed as it is considered Duplicate.

#	Policy 1	Policy 2	Policy 3	Policy 4	Voting Criteria
6	Q, R & S, Policyholder	Q, Policyholder	R, Policyholder	S, Policyholder	Policy 2, Policy 3 and Policy 4 each will get a vote and Policy 1 will be removed as it is considered a Duplicate.
7	T, U & V, Policyholder	T, Policyholder	U, Policyholder		T, U and V will each get a vote for Policy 1. Policy 2 and Policy 3 will be removed as each is considered a Duplicate.
8	W & X, Policyholder	W & Y Policyholder			W and X will get 1 vote each for Policy 1. Y on Policy 2 will get a vote but W on Policy 2 will not get a vote because W has already been given a vote for Policy 1.
9	Z, LLC (TIN) and Z (natural person) on same PFRM Policy				Z LLC and Z will each get 1 vote.
10	AA (natural person), Policyholder	AA, LLC Policyholder			One vote to each of Policy 1 and Policy 2 because Policy 1 is an individual and Policy 2 is a legal entity (with a TIN). *Policy 1 is a distinct person and Policy 2 is a legal entity so they each get a vote and are not considered a Duplicate.

For purposes of this Exhibit, “**Duplicate**” means a policy in excess of one policy per policyholder.

EXHIBIT B: PROXY ACCEPTANCE GUIDELINES:

The following are guidelines that will be employed in determining which proxies are Valid or Invalid for tabulation purposes. The intent of these guidelines is to favor giving validity to the proxies and intent of the policyholder where discernible. Where a matter is not covered by these guidelines, the Proxy Agent shall generally favor validity rather than invalidity of the proxies.

- I.** In addition to the criteria specified in paragraph VI.F.2 of the Voting Procedures, the validity of proxies will be determined based on the following criteria:
 - A.** Proxies must be signed by the policyholder.
 1. If there is no signature, the proxy is Invalid.
 2. A proxy is not Invalid merely because the signature is hand printed or written in pencil, or because it bears a rubber stamped or facsimile signature or because the signature appears on the proxy other than on the indicated signature line.
 3. A proxy is not Invalid merely because the signature is illegible. A member can use any character, symbol, figure, or designation and adopt it as a signature. The Proxy Agent shall use reasonable judgment to determine the presence of a signature, and if a signature is present, it shall be presumed valid and authentic.
 4. If any signed Proxy is challenged, the following criteria will also be used to determine the validity of such Proxy:
 - a. Initials or abbreviations may be used for first and middle names, names may be used for the first and middle initials, and first and middle names or initials may be added to or omitted without affecting the validity of the proxy. Furthermore, if the manner in which a policyholder signed the proxy card constitutes a slight change or variation in spelling from, but is phonetically similar to, the manner in which his or her name appears on the records of AFMIC, the Proxy Agent may ignore such variation at its discretion.
 - b. Where a woman signs her married name to a proxy, and the policy is issued in her birth name, the proxy is presumptively Valid if the name used as the signature allows identification to be made of the signer from AFMIC's records.
 - c. Titles such as Mr., Mrs., Ms. or Dr. may be added or omitted without affecting the validity of the proxy.

legible and the proxy otherwise meets the criteria contained in paragraph I. All other damaged proxies are Invalid.