

**SPECIAL JOINT MEETING OF THE MEMBERS
FOR THE PURPOSE OF VOTING ON THE MERGER OF
BERRY & ROXBURY MUTUAL INSURANCE COMPANY
INTO
MERRIMAC LODI MUTUAL INSURANCE COMPANY**

August 24, 2022

Berry & Roxbury Mutual Insurance Company ("Berry & Roxbury") submits this report of the Special Joint Meeting of Members ("Joint Meeting") of Berry & Roxbury and Merrimac Lodi Mutual Insurance Company ("Merrimac Lodi") to the Office of the Commissioner of Insurance pursuant to sec. 612.21(6), Wis. Stats. On August 24, 2022, pursuant to notice mailed on July ____, 2022 to each of the members of Merrimac Lodi and Berry & Roxbury, Merrimac Lodi and Berry & Roxbury held a Joint Meeting of members for the purpose of voting on the Agreement and Plan of Merger of Berry & Roxbury into Merrimac Lodi Mutual and renaming of the company Wisconsin River Mutual Insurance Company, such Agreement and Plan of Merger having been approved by the Boards of Directors of each of the companies on May 25, 2022, and by the Office of the Commissioner of Insurance on July 12, 2022.

Following discussion of the terms and conditions of the Agreement and Plan of Merger, the following resolution was adopted by the members of Berry & Roxbury:

RESOLVED, that after discussion and review of the Agreement and Plan of Merger and attached exhibits of Berry & Roxbury Insurance Company into Merrimac Lodi Mutual Insurance Company, the members of Berry & Roxbury Mutual Insurance Company hereby adopt and approve said Agreement and Plan of Merger and authorize the Board of Directors to take the remaining actions necessary to effectuate said merger.

35 members were Berry & Roxbury were entitled to vote at the meeting. Of the 35 members of Berry & Roxbury who voted on the resolution, 35 voted in favor of adoption and 0 voted against adoption. All votes were cast in person, mail voting not being authorized by Berry & Roxbury's articles of incorporation.

Dated this 24th day of August, 2022.

BERRY & ROXBURY MUTUAL
INSURANCE COMPANY

By: 
Secretary

Attest:

Jane Wille
27504286.1

Subscribed and sworn before me this
24th day of August, 2022.

By: J Wood

My commission expires:
6/3/2026

