

EXHIBIT A

**PLAN AND AGREEMENT OF MERGER
between
Mortgage Guaranty Insurance Corporation
and
MGIC Reinsurance Corporation of Wisconsin**

THIS PLAN AND AGREEMENT OF MERGER is made and entered into effective as of the 1st day of September, 2020, by and between Mortgage Guaranty Insurance Corporation, a Wisconsin stock insurance corporation (hereinafter referred to as "MGIC" or "Surviving Corporation"), and MGIC Reinsurance Corporation of Wisconsin, a Wisconsin stock insurance corporation (hereinafter referred to as "MRCW"), said corporations hereinafter sometimes referred to jointly as the "Constituent Corporations."

Recitations

WHEREAS, MGIC is a stock insurance corporation organized and existing under the laws of the State of Wisconsin;

WHEREAS, MGIC is the sole shareholder and owner of all of the voting securities of MRCW;

WHEREAS, the total number of shares of stock which MGIC has authority to issue is 100,000 shares of common stock having a par value of \$50.00 per share, of which 41,085 shares are now issued and outstanding and owned by MGIC Investment Corporation;

WHEREAS, MRCW is a stock insurance corporation organized and existing under the laws of the State of Wisconsin;

WHEREAS, the aggregate number of shares which MRCW has authority to issue is 100,000 shares of common stock having a par value of \$10.00 per share, of which 100,000 shares are issued and outstanding and are owned by MGIC; and

WHEREAS, the Boards of Directors of each of the Constituent Corporations deem it advisable that MRCW be merged into MGIC on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the laws of the State of Wisconsin which permit such merger, subject to receipt of appropriate regulatory and other required approvals;

NOW, THEREFORE, in consideration of the foregoing recitations, the agreements, covenants and provisions hereinafter contained, and for other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, MGIC and MRCW, by their respective Boards of Directors, have agreed and do hereby agree as follows:

Article I

MRCW shall be merged into MGIC, in accordance with applicable provisions of the laws of the State of Wisconsin, and MGIC shall be the "Surviving Corporation." Such merger shall be completed subject to receipt of any regulatory approvals applicable to MGIC and MRCW, satisfaction of any other applicable regulatory requirements, and receipt of any approval of such merger by each of Freddie Mac and Fannie Mae required under their respective Private Mortgage Insurer Eligibility Requirements.

Article II

Upon the merger becoming effective on September 1, 2020, or such later date as designated by MGIC in the Articles of Merger filed by MGIC (the "Effective Time of the Merger"):

1. The two Constituent Corporations shall be a single corporation, which shall be MGIC as the Surviving Corporation, and the separate existence of MRCW shall cease.

2. MGIC shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be vested in MGIC without further action or deed.

3. MGIC shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations, including, without limitation, all of the liabilities and obligations of MRCW, and any civil, criminal, administrative or investigatory proceeding pending by or against either of the Constituent Corporations may be continued as if the merger had not taken place, or MGIC may be substituted in the place of MRCW.

4. The aggregate amount of the net assets of the Constituent Corporations which was available for the payment of dividends immediately prior to the merger shall continue to be available for the payment of dividends by MGIC in accordance with applicable regulatory requirements.

5. The Bylaws of MGIC as existing and constituted immediately prior to the Effective Time of the Merger shall be and constitute the Bylaws of the Surviving Corporation.

6. The Board of Directors, and the members thereof, and the officers of MGIC immediately prior to the Effective Time of the Merger shall be and constitute the Board of Directors, and the members thereof, and the officers of the Surviving Corporation.

Article III

The Articles of Incorporation of MGIC shall not be amended in any respect by reason of this Plan and Agreement of Merger, and said Articles of Incorporation, as amended, as filed in the Office of the Commissioner of Insurance of the State of Wisconsin shall constitute the Articles of Incorporation of the Surviving Corporation until further amended in the manner provided by law.

Article IV

The manner and basis of converting the shares of each of the Constituent Corporations into shares of the Surviving Corporation is as follows:

1. The outstanding shares of common stock of MGIC are not to be changed or converted as a result of the merger and all shares of common stock of MGIC outstanding at the Effective Time of the Merger shall remain outstanding.
2. The 100,000 outstanding shares of common stock of MRCW shall be cancelled and no shares of common stock of MGIC, the Surviving Corporation, shall be issued in exchange therefor.

Article V

MGIC, as the Surviving Corporation, shall pay all expenses of carrying this Plan and Agreement of Merger into effect and accomplishing the merger provided for herein. No other consideration shall be paid by MGIC in respect of the merger of MRCW into MGIC.

Article VI

If at any time MGIC shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in MGIC the title to any property or rights of MRCW, the proper officers and directors of MRCW will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in MGIC, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

Article VII

This Plan and Agreement of Merger shall take effect at the Effective Time of the Merger. Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by the mutual consent of the Constituent Corporations evidenced by appropriate resolutions of their respective Boards of Directors at any time prior to the Effective Time of the Merger.

[Signatures on next page]

IN WITNESS WHEREOF, MGIC and MRCW, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Plan and Agreement of Merger to be executed and attested by their respective officers as set forth below, and the corporate seal affixed.

(SEAL)

MORTGAGE GUARANTY INSURANCE CORPORATION

By: _____
Timothy J. Mattke, Chief Executive Officer

Attest: _____
Heidi A. Heyrman, Assistant Secretary

(SEAL)

MGIC REINSURANCE CORPORATION OF WISCONSIN

By: _____
Salvatore A. Miosi, President and Chief Operating Officer

Attest: _____
Heidi A. Heyrman, Secretary