

■ Please mark your votes as in this example

MILWAUKEE MUTUAL INSURANCE COMPANY SPECIAL MEETING OF MEMBERS TO BE HELD ON MARCH 31, 2003

To adopt the Second Amended and Restated Mutual Holding Company Plan, dated as of February 13, 2003.

FOR AGAINST

To adopt the Amended and Restated Articles of Incorporation of Milwaukee Insurance Company, attached as Exhibit A to the Second Amended and Restated Mutual Holding Company Plan dated as of February 13, 2003.

FOR AGAINST

**P
R
O
X
Y**

Policy Number: _____ Signature of Policyholder/Member: _____
Signature of Policyholder/Member (if held jointly): _____ Date: _____

Please sign exactly as name or names appear hereon. If the policyholder is a corporation or partnership, this ballot should be signed in full corporate name by an authorized officer or in partnership name by partner as the case may be. When policies are held by joint tenants, each may sign, but only one need sign. When signing as attorney, personal representative, executor, administrator, trustee or guardian, please give full title as such.

DETACH AND RETURN TOP PORTION

**MILWAUKEE MUTUAL INSURANCE COMPANY
SPECIAL MEETING OF MEMBERS
TO BE HELD ON MARCH 31, 2003**

**P
R
O
X
Y**

The above Policyholder and therefore a Member of MILWAUKEE MUTUAL INSURANCE COMPANY (MMIC) constitutes and appoints Daniel R. Doucette and Joseph C. Branch, and each of them, as the Member's Proxy, with full power of substitution and revocation, to vote for and in the name of the above Policyholder at the Special Meeting of Members to be held on March 31, 2003, at 10:00 a.m., Central Standard Time, at the law offices of Foley & Lardner, located at 777 East Wisconsin Avenue, 40th Floor, Milwaukee, Wisconsin, upon the matters set forth below and described in the Policyholder Information Statement dated _____, 2003.

The proxy must be marked with a vote either FOR adoption of the Second Amended and Restated Mutual Holding Company Plan or AGAINST adoption of the Second Amended and Restated Mutual Holding Company Plan, and either FOR adoption of the Amended and Restated Articles of Incorporation of Milwaukee Insurance Company or AGAINST adoption of the Amended and Restated Articles of Incorporation of Milwaukee Insurance Company. If a proxy contains a vote both FOR and AGAINST either or both of the Second Amended and Restated Mutual Holding Company Plan and the Amended and Restated Articles of Incorporation of Milwaukee Insurance Company, such proxy will not be cast or counted for the corresponding item(s). If the proxy is executed but no choice is indicated for either or both of the Second Amended and Restated Mutual Holding Company Plan and the Amended and Restated Articles of Incorporation of Milwaukee Insurance Company, the proxy will be voted FOR the corresponding item(s).

Please complete, sign, date, and promptly return this proxy in the enclosed envelope. Mailed proxies must be received before or at the time of the Special Meeting in order to be counted.

Each policyholder is entitled to one vote.