

**MERGER OF
YORKVILLE & MT. PLEASANT MUTUAL INSURANCE COMPANY**

INTO

MUTUAL OF WAUSAU INSURANCE CORPORATION

PROPOSED POLICYHOLDER RESOLUTIONS

**SUBMITTED TO THE WISCONSIN OFFICE OF
THE COMMISSIONER OF INSURANCE ON JULY 17, 2023**

**POLICYHOLDER RESOLUTION
OF THE MEMBERS APPROVING
THE MERGER OF
YORKVILLE & MT. PLEASANT MUTUAL INSURANCE COMPANY
WITH AND INTO
MUTUAL OF WAUSAU INSURANCE CORPORATION**

[•], 2023

WHEREAS, Yorkville & Mt. Pleasant Mutual Insurance Company, a Wisconsin town mutual insurance corporation, desires to effectuate a merger with Mutual of Wausau Insurance Corporation, a Wisconsin mutual insurance corporation, in accordance with Section 612.22 of the Wisconsin Statutes and pursuant to the Agreement and Plan of Merger, by and between Yorkville & Mt. Pleasant Mutual Insurance Company and Mutual of Wausau Insurance Corporation, in the form presented to the members of Yorkville & Mt. Pleasant Mutual Insurance Company in connection with this Special Meeting of the members, whereby the separate existence of Yorkville & Mt. Pleasant Mutual Insurance Company shall cease and Mutual of Wausau Insurance Corporation shall continue as the surviving company.

NOW THEREFORE, BE IT RESOLVED, that after review and discussion of the Agreement and Plan of Merger of Yorkville & Mt. Pleasant Mutual Insurance Company into Mutual of Wausau Insurance Corporation (including the attached exhibits), the members of Yorkville & Mt. Pleasant Mutual Insurance Company hereby adopt and approve the Agreement and Plan of Merger and authorize its Board of Directors to take any remaining actions necessary to effectuate such merger.