

**SPECIAL JOINT MEETING OF THE MEMBERS  
FOR THE PURPOSE OF VOTING ON THE MERGER OF  
HOLLAND MUTUAL FIRE INSURANCE COMPANY  
INTO  
THERESA MUTUAL INSURANCE COMPANY**

**October 24, 2022**

Theresa Mutual Insurance Company ("Theresa Mutual") submits this report of the Special Joint Meeting of Members ("Joint Meeting") of Holland Mutual Fire Insurance Company ("Holland Mutual") and Theresa Mutual to the Office of the Commissioner of Insurance pursuant to sec. 612.21(6), Wis. Stats. On October 24, 2022, pursuant to notice mailed on September 21, 2022 to each of the members of Theresa Mutual and Holland Mutual, Theresa Mutual held a meeting of members for the purpose of voting on the Agreement and Plan of Merger of Holland Mutual into Theresa Mutual, such Agreement and Plan of Merger having been approved by the Board of Directors of Theresa Mutual on September 15, 2022 and the Board of Directors of Holland Mutual on September 15, 2022, and by the Office of the Commissioner of Insurance on September 26, 2022.

Following discussion of the terms and conditions of the Agreement and Plan of Merger, the following resolution was adopted by the members of Theresa Mutual:

**RESOLVED**, that after review and discussion of the Agreement and Plan of Merger and attached exhibits of Holland Mutual Fire Insurance Company into Theresa Mutual Insurance Company, the members of **Theresa Mutual Insurance Company** hereby adopt and approve the Agreement and Plan of Merger, including the Amended and Restated Articles of Incorporation included as Exhibit A, and authorize its Board of Directors to take any remaining actions necessary to effectuate such merger.

50 members of Theresa were entitled to vote at the meeting. Of the 50 members of Theresa Mutual who voted on the resolution, 49 voted in favor of adoption and 1 voted against adoption. All votes were cast in person.

Dated this 24<sup>th</sup> day of October, 2022.

THERESA MUTUAL  
INSURANCE COMPANY

By: Robert Belf  
Secretary

Attest:

Laura E. Endlich  
27951420.1

