

**REPORT OF SPECIAL MEETING OF THE MEMBERS
FOR THE PURPOSE OF VOTING ON THE MERGER OF
COLUMBUS MUTUAL TOWN INSURANCE COMPANY
AND
CALEDONIA MUTUAL FIRE INSURANCE COMPANY
INTO
CENTRAL WISCONSIN MUTUAL INSURANCE COMPANY**

October 12, 2023

Columbus Mutual Town Insurance Company (“Columbus”) submits to the Office of the Commissioner of Insurance (the “OCI”) pursuant to Wis. Stat. § 612.22(6) this report of the Special Meeting of Members held on October 11, 2023 at 7:00 p.m. at the American Legion in Columbus, Wisconsin to discuss and to vote on the proposed merger of Columbus and Caledonia Mutual Fire Insurance Company (“Caledonia”) with and into Central Wisconsin Mutual Insurance Company (“Central Wisconsin”) (the “Special Meeting”).

On September 8, 2023, the members of Columbus were mailed (i) the Notice of the Special Meeting in the form attached hereto as Exhibit A (the “Member Notice”), (ii) a summary of the Plan of Merger among Columbus, Caledonia and Central Wisconsin (which was approved by the Board of Directors of Columbus on August 14, 2023 and by the OCI on September 5, 2023), and (iii) a policyholder resolution ballot for members to vote on the resolution authorizing the merger by mail (the “Mail Ballot”), (collectively, the “Merger Materials”). The Member Notice instructed the members to review the Merger Materials and return their Policyholder Resolution Ballot to the address provided in the Member Notice by 5:00 p.m. on October 11, 2023, or to appear at the Special Meeting and vote in person.

At the Special Meeting, after the members of Columbus reviewed the Merger Materials and the opportunity to ask questions of the respective designated representatives of Columbus, Caledonia and Central Wisconsin relating to the Merger, the following resolution was adopted by the members of Columbus:

RESOLVED, that after review of the Summary of the Plan of Merger and the Agreement and Plan of Merger of Columbus and Caledonia with and into Central Wisconsin, and the ability to inquire of the Board of Directors regarding the same, the members of Columbus 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.

870 members of Columbus were entitled to vote at the Special Meeting. Of the 148 members of Columbus who voted on the resolution, 133 voted in favor of adoption and 15 members voted against adoption. Of the members voting in person, 11 voted in favor of adoption and 2 members voted against adoption. Of the members voting by Mail Ballot, 122 voted in favor of adoption and 13 members voted against adoption.

[Remainder of the page left blank intentionally; Signatures follow]

Dated this 12th day of October, 2023.

COLUMBUS MUTUAL TOWN
INSURANCE COMPANY

By: 
Name: Nathan Pollnow
Title: President

Attest:


George Decker, Secretary

EXHIBIT A
MEMBER NOTICE

See attached.

Columbus Mutual Town Insurance Company

205 S University Ave Beaver Dam WI 53916 | 920-885-9409 | info@columbusmutualti.com

September 8, 2023

TO: All Policyholders of Columbus Mutual Town Insurance Company

RE: Notice of Special Policyholder Meeting – October 11, 2023 – Merger with Caledonia Mutual Fire Insurance Company and into Central Wisconsin Mutual Insurance Company

NOTICE IS HEREBY GIVEN THAT a Special Meeting of the Columbus Mutual Town Insurance Company (“Columbus”) policyholders will be held on **October 11, 2023, at 7:00 pm** at the American Legion in Columbus, Wisconsin, to discuss and to vote on the proposed merger of Columbus and Caledonia Mutual Fire Insurance Company (“Caledonia”) with and into Central Wisconsin Mutual Insurance Corporation (“Central Wisconsin”) (the “Merger”) through consideration of the following resolution:

RESOLVED, that after review and discussion of the Agreement and Plan of Merger of Columbus and Caledonia with and into Central Wisconsin, the members of Columbus 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.

The Board of Directors of Columbus recommends that you vote “YES” on the policyholder resolution to approve the Agreement and Plan of Merger. Members will also consider and vote upon any matters as may properly come before the meeting, or any adjournments or postponements thereof.

All Columbus policyholders have a right to vote on the Merger under Wis. Stat. § 612.12. Policyholders may cast their vote in person at the Special Meeting or by completing and returning the enclosed Policyholder Resolution Ballot.

Enclosed with this correspondence is a Summary of the Plan of Merger and Policyholder Resolution Ballot. **Please review these materials and return this ballot as instructed below no later than October 11, 2023.**


The Agreement and Plan of Merger was filed by both companies with the Office of the Commissioner of Insurance on August 25, 2023. Pursuant to Wisconsin law, the parties obtained the Commissioner’s approval of the Agreement and Plan of Merger prior to it being submitted to a vote of the policyholders.

A complete copy of the Agreement and Plan of Merger is available for your inspection, if you wish, during business hours at the office of Columbus, Caledonia or Central Wisconsin. You may also contact us by phone at 920-885-9409 or email at info@columbusmutualti.com by October 6, 2023, if you prefer that we email or mail you the meeting materials or a paper copy of the Agreement and Plan of Merger. Please call if you have any questions about the Merger or the Special Meeting.

Your vote is important. Even if you plan to attend the Special Meeting, please complete and return the enclosed Policyholder Resolution Ballot as soon as possible. We hope to see you on October 11, 2023 at 7:00 pm at the American Legion in Columbus, Wisconsin.

Please note, all mailed ballots must be returned by October 11, 2023, at 7:00 p.m. Please be sure to return your ballot by mail (in the enclosed envelope) or email to info@columbusmutualti.com. You may also vote in person at the Special Meeting.

By Order of the Board of Directors


George Decker, Secretary

Beaver Dam, Wisconsin September 8, 2023

CENTRAL WISCONSIN MUTUAL INSURANCE COMPANY

COLUMBUS MUTUAL TOWN INSURANCE COMPANY

CALEDONIA MUTUAL FIRE INSURANCE COMPANY

To: All Policyholders of Central Wisconsin Mutual Insurance Company, Caledonia Mutual Fire Insurance Company, and Columbus Mutual Town Insurance Company

Re: Summary of Proposed Merger

Date: September 8, 2023

The Boards of Directors of Central Wisconsin Mutual Insurance Company ("Central Wisconsin"), Caledonia Mutual Fire Insurance Company ("Caledonia") and Columbus Mutual Town Insurance Company ("Columbus"), have determined that it would be in the best interests of each of the companies to merge and the companies have entered in an Agreement and Plan of Merger (the "Plan of Merger") to that effect.

Caledonia's and Columbus' reinsurer, Wisconsin Reinsurance Corporation ("WRC"), was placed into Rehabilitation by the Wisconsin Office of the Commissioner of Insurance (the "Commissioner") on June 21, 2023. Town mutuals organized under Chapter 612 of Wisconsin Statutes, required by law to maintain certain reinsurance coverage. As a current reinsurance policyholder of WRC, Caledonia and Columbus were issued an order from the Commissioner on June 28, 2023 (the "OCI Order"). The OCI Order directed Caledonia and Columbus to confirm its plans for obtaining reinsurance for 2024 or otherwise maintaining its certificate of authority to continue in business in 2024.

In order to comply with the OCI Order and limit the disruption to the Caledonia and Columbus policyholders and members, the Board of Directors of Caledonia and Columbus have each elected to pursue a merger with and into Central Wisconsin (the "Merger").

Central Wisconsin is a town mutual insurance company headquartered in Waupun, Wisconsin. The company was founded on March 13, 1874 under the original name of Waupun Farmer's Mutual Insurance Company. Central Wisconsin is the surviving company of several mergers over the last 50 years, but continues to maintain its local character as town mutual insurance company, operated under the supervision of a board of directors elected by the company's policyholders.

Advantages of the Merger to the policyholders of all of the companies include that Central Wisconsin is a financially sound company that maintains the required reinsurance coverage and has confirmed its ability to maintain reinsurance coverage post-Merger and the policyholders of Caledonia and Columbus will continue to be insured by a town mutual insurance company. Additionally, all current agents of Caledonia and Columbus will be appointed by Central Wisconsin, allowing policyholders to continue working with their current agent.

After the Board of Directors of each company voted and determined that the Merger is fair and equitable to each company and their respective policyholders, the Plan of Merger was filed by the companies with the Office of the Commissioner of Insurance (the "OCI"), which must approve the merger prior to it being submitted to a vote of the companies' policyholders. The OCI has approved the merger and the companies are now ready to seek policyholder approval. The Board of Directors of each company recommends that their respective members vote to approve the Merger.

Please note, if the Merger is not approved by the policyholders of a company and Columbus and/or Caledonia and the companies are unable to comply with the OCI Order, then Columbus and/or Caledonia may be subject to additional regulatory orders or enforcement actions by the OCI, including potentially liquidation, dissolution, and/or cancellation of policies. Therefore, approval of the Merger by policyholders is crucial for policyholders of Columbus and Caledonia to maintain their current insurance policies in effect beyond December 31, 2023.

Below is a summary of the Plan of Merger and the effect of the Merger, which is proposed to take effect on January 1, 2024:

- Caledonia's and Columbus' policyholders will become members of Central Wisconsin and Caledonia and Columbus will cease to exist as separate corporations. Central Wisconsin, as the surviving merged company, shall have all the assets and be liable for all of the obligations (including insurance policyholder obligations) of each of the participating companies. Each former member of Caledonia and Columbus will be sent a Certificate of Assumption formally confirming that status.
- All property owned by Caledonia and Columbus will become the property of Central Wisconsin and all liabilities (including insurance policy liabilities) of Caledonia and Columbus will become liabilities of Central Wisconsin.
- As a Chapter 612 town mutual insurance company, the merged company may only write insurance policies in up to 16 counties. The merged company will continue to continue servicing, renewing, and writing new policies in the counties of Adams, Columbia, Dane, Dodge, Fond Du Lac, Grant, Green Lake, Iowa, Jefferson, Marquette, Richland, Sheboygan, Sauk, Washington, Waushara, Winnebago (the "Authorized Territory").
- There are five (5) counties where the Columbus currently has policyholders but are not included in the Authorized Territory for the merged company: Crawford, Green, Lafayette, Waukesha, and Vernon (the "Legacy Territory"). Central Wisconsin has formally requested authorization from the OCI for the merged company to continue renewing existing policies in the Legacy Territory but will not be authorized to issue new policies in the Legacy Territory. If granted, the OCI will require certain conditions that will include making a filing for conversion to a Chapter 611 mutual no later than June 30, 2024, with an effective date no later than January 1, 2025. If this request is not granted, the merged company will be prohibited from renewing current policyholders in the Legacy Territory. However, the merged company will assist any policyholders that are nonrenewed with obtaining replacement coverage.
- Upon the effective date, the merged company will have a board comprised of eleven (11) members: Central Wisconsin's current directors will continue to serve on the board of the merged company, along with Mr. Nathan Pollnow and Mr. David Zabel of Columbus and Mr. Jeff Miller of Caledonia. Eventually, the merged company expects to return a nine (9) member board. Kevin Beske will continue to serve as President the merged company. At each annual meeting of the policyholders of Central Wisconsin after the effective date of the Merger, the policyholders will elect the directors to fill the positions of the directors whose terms expire, as provided in Central Wisconsin's articles of incorporations and bylaws.

- The merged company will offer its current agency agreement to each agent who has an appointment with either Caledonia or Columbus prior to the effective date of the merger and who does not already have an agency agreement in force with Central Wisconsin.
- Central Wisconsin will offer employment to all employees of Caledonia and Columbus with substantially similar roles and salaries to their roles and salaries immediately prior to the Merger, subject to satisfactory job performance to Central Wisconsin, participation in training relating Central Wisconsin's business processes and servicing Central Wisconsin's other line(s) of business.
- Business will be transacted from Central Wisconsin's current office space in Waupun, Wisconsin. The merged company anticipates that it will continue to maintain an office in Beaver Dam until October 2024 when the current lease expires.
- Various changes to the Central Wisconsin articles of incorporation and bylaws are also proposed as part of the Plan of Merger, including specifically changes related to the authorized territory of the merged company and the board of directors (as described above). Copies of the proposed documents and the Merger Agreement are available for your review upon request.
- No changes to the policies or premiums of the companies' policyholders will occur immediately upon the consummation of the Merger. Upon the next policy renewal date following January 1, 2024 (or as soon thereafter as practicable), the current policyholders of Caledonia and Columbus will be renewed onto the policies, rates, and underwriting criteria of Central Wisconsin.

A complete copy of the Plan of Merger (and related exhibits) is available for your inspection at the Caledonia, Columbus and Central Wisconsin offices. Please contact the individuals identified below at any of the companies if you have any questions or if you would like to review a complete copy of the Plan of Merger.

Central Wisconsin Mutual Insurance Company

Denis Fuerstenberg
 Manager
 918 W. Main Street, P.O. Box 308
 Waupun, WI 53963
 (920) 324-2571
denisf@cwmutual.com

Columbus Mutual Town Insurance Company

Sonia DeBoer
 Company Manager
 205 S University Ave
 Beaver Dam, WI 53916
 (920) 885-9409
info@columbusmututalti.com

Caledonia Mutual Fire Insurance Company

Dave Ziehmke
 Manager
 N5725 Hwy 78
 Portage, WI 53901
 (608) 742-4885
dziehmke@mail.com

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COLUMBUS MUTUAL TOWN INSURANCE COMPANY
SPECIAL POLICYHOLDER MEETING – October 11, 2023

MERGER OF
COLUMBUS MUTUAL TOWN INSURANCE COMPANY
AND
CALEDONIA MUTUAL FIRE INSURANCE COMPANY
WITH AND INTO
CENTRAL WISCONSIN MUTUAL INSURANCE COMPANY

POLICYHOLDER RESOLUTION MAIL BALLOT

WHEREAS, Columbus Mutual Town Insurance Company, a Wisconsin town mutual insurance corporation ("Columbus"), desires to effectuate a merger with Caledonia Mutual Fire Insurance Company, a Wisconsin town mutual insurance corporation ("Caledonia"), and with and into Central Wisconsin Mutual Insurance Company, a Wisconsin town mutual insurance corporation ("Central Wisconsin"), in accordance with Section 612.21 of the Wisconsin Statutes and pursuant to the Agreement and Plan of Merger, by and among Caledonia, Columbus and Central Wisconsin (the "Agreement and Plan of Merger"), in the form presented to the members of Columbus in connection with this Special Meeting of the members, whereby the separate existence of Caledonia and Columbus shall cease and Central Wisconsin shall continue as the surviving company.

RESOLVED, that after review of the Summary of the Plan of Merger and the Agreement and Plan of Merger, and the ability to inquire of the Board of Directors regarding the same, the members of Columbus 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.

Should this policyholder resolution be approved?

(Select only one)

YES

NO

I plan to attend the Special Meeting and will vote in person.

Questions/Comments:

Columbus Mutual Town Insurance Company Policy #: _____

Member: _____
(Print Name)

Member's Signature: _____

Date: _____

NOTE: This ballot must be received by October 11, 2023 at 7:00 p.m., for your vote to be counted. Ballots can be returned via email to info@columbusmutualti.com or via mail in the envelope enclosed. You may also attend the meeting and vote in person.