

**REPORT OF SPECIAL MEETING OF THE MEMBERS  
FOR THE PURPOSE OF VOTING ON THE MERGER OF  
NEW HOPE MUTUAL INSURANCE COMPANY  
WITH AND INTO  
SENECA, SIGEL MUTUAL INSURANCE COMPANY**

**October 22, 2023**

New Hope Mutual Insurance Company (“NHMIC”) submits to the Office of the Commissioner of Insurance (the “OCI”) pursuant to Wis. Stat. § 612.21(6) this report of the Special Meeting of Members held on October 21, 2023 at 1 p.m. at Smiley’s Bar & Grill, 4020 County Hwy R, Plover, Wisconsin to discuss and to vote on the proposed merger of NHMIC into Seneca, Sigel Mutual Insurance Company (“SSMIC”) (the “Special Meeting”).

On September 18, 2023, the members of NHMIC 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 between NHMIC and SSMIC (which was approved by the Board of Directors of NHMIC on August 21, 2023 and by the OCI on September 21, 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 1 p.m. on October 21, 2023, or to appear at the Special Meeting and vote in person.

At the Special Meeting, after the members of NHMIC reviewed the previously disseminated Merger Materials and the opportunity to ask questions of the respective designated representatives of NHMIC and SSMIC relating to the Merger, the following resolution was adopted by the members of NHMIC:


**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 NHMIC 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.

315 members of NHMIC were entitled to vote at the Special Meeting. Of the 148 members of NHMIC who voted on the resolution, 136 voted in favor of adoption and 12 members voted against adoption. Of the members voting in person, 13 voted in favor of adoption and 0 members voted against adoption. Of the members voting by Mail Ballot, 123 voted in favor of adoption and 12 members voted against adoption.

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

Dated this 21st day of October, 2023.

NEW HOPE MUTUAL INSURANCE COMPANY

By:   
Name: Mark Ellingson  
Title: President

Attest:

  
Name: Dawn Johnson, Secretary

**EXHIBIT A  
MEMBER NOTICE**

See attached.



**NEW HOPE MUTUAL INSURANCE COMPANY**  
N11311 COUNTY ROAD P  
IOLA, WI 54945  
Phone (715) 677-3833

September 15, 2023

TO: All Policyholders of New Hope Mutual Insurance Company

RE: Notice of Special Policyholder Meeting – October 21, 2023, 2023 – Merger with and into Seneca, Sigel Mutual Insurance Company

**NOTICE IS HEREBY GIVEN THAT** a joint special meeting of the New Hope Mutual Insurance Company (“NHMIC”) policyholders will be held on **October 21, 2023, at 1 p.m.** at Smiley’s Bar & Grill, 4020 County Hwy R, Plover, Wisconsin, together with the policyholders of Seneca, Sigel Mutual Insurance Company (“SSMIC”) to discuss and to vote on the proposed merger of NHMIC into SSMIC (the “Merger”) through consideration of the following resolution:

**RESOLVED**, that after review of the Summary of the Plan of Merger and the Agreement and Plan of Merger of NHMIC with and into SSMIC, and the ability to inquire of the Board of Directors regarding the same, the members of NHMIC 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 NHMIC 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 NHMIC 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 by 1 p.m. on October 20, 2023.**

The Agreement and Plan of Merger was filed by both companies with the Office of the Commissioner of Insurance on August 28, 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. The Commissioner approved the merger on September 14, 2023.

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 NHMIC or SSMIC. You may also contact us by phone at (715) 677-3833 or email at [newhopemutual@wi-net.com](mailto:newhopemutual@wi-net.com) 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.

**If you plan to vote by mail, please complete and return the enclosed Policyholder Resolution Ballot as soon as possible. Even if you return your vote by mail, we hope to still see you at the special meeting on October 21, 2023, at 1 p.m. at Smiley’s Bar & Grill in Plover, Wisconsin. While not required, if you know you plan to attend the special meeting, it would be helpful for our planning purposes if you could RSVP by phone at (715) 677-3833 or email at [newhopemutual@wi-net.com](mailto:newhopemutual@wi-net.com) by October 11, 2023.**

**Please note, all mailed ballots must be returned by October 20, 2023. Please be sure to return your ballot by mail (in the enclosed envelope) or email to [newhopemutual@wi-net.com](mailto:newhopemutual@wi-net.com). You may also vote in person at the special meeting.**

By Order of the Board of Directors

  
Dawn Johnson, Secretary

Iola, Wisconsin September 15, 2023



**SENECA, SIGEL MUTUAL INSURANCE CO.**  
"SERVING THE AREA SINCE 1891"



**NEW HOPE MUTUAL INSURANCE COMPANY**

To: All Policyholders of Seneca, Sigel Mutual Insurance Company and New Hope Mutual Insurance Company

Re: Summary of Proposed Merger of New Hope Mutual Insurance Company with and into Seneca, Sigel Mutual Insurance Company

Date: September 15, 2023

The Boards of Directors of New Hope Mutual Insurance Company ("NHMIC") and Seneca, Sigel Mutual Insurance Company ("SSMIC") have determined that it would be in the best interests of both companies to merge and the companies have entered into an Agreement and Plan of Merger (the "Plan of Merger").

NHMIC's 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 are required by law to maintain certain reinsurance coverage. As a current reinsurance policyholder of WRC, NHMIC was issued an order from the Commissioner on June 28, 2023. The Commissioner's order directed NHMIC 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 order and limit the disruption to the NHMIC policyholders and members, the Board of Directors of NHMIC has elected to pursue a merger with SSMIC (the "Merger").

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 Commissioner, which must approve the Merger prior to it being submitted to a vote of the companies' policyholders. The Commissioner 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.

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

- NHMIC policyholders will become members of SSMIC and NHMIC will cease to exist as a separate corporation. Each former member of NHMIC will be sent a Certificate of Assumption formally confirming such status.

- SSMIC, as the surviving merged company, all of the assets, rights, privileges, and business of NHMIC, of every character and description, including all real property, all policies of insurance, all debts due on whatever account, premiums and assessments payable from members, all rights to bring any suit or action and all and every other interest of, or belonging to or due to NHMIC, shall accrue to, be merged into and become the absolute property of the Surviving Corporation.
- SSMIC, as the surviving merged company, shall assume all liabilities and obligations of NHMIC, including insurance policy liabilities.
- 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 Wisconsin counties of Adams, Chippewa, Clark, Columbia, Juneau, Langlade, Lincoln, Marquette, Marathon, Oneida, Portage, Sauk, Shawano, Taylor, Waupaca, and Wood.
- Upon the effective date, the merged company will have a board comprised of eleven (11) members: SSMIC's current directors will continue to serve on the board of the merged company, along with Mr. Dean Onan and Ms. Diane Trost of NHMIC. At each annual meeting of the policyholders of SSMIC 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 the merged company's articles of incorporation and bylaws.
- The officers of SSMIC in office immediately prior to the effective date will continue to serve as the officers of the merged company, who shall serve until the next annual meeting of the Board of Directors of the merged company or until their successors shall have been elected and shall qualify for office.
- The merged company will offer its current agency agreement to each agent who has an appointment with NHMIC prior to the effective date of the merger and who does not already have an agency agreement in force with SSMIC.
- The merged company will offer employment to all employees of NHMIC with substantially similar roles and salaries to their roles and salaries immediately prior to the Merger, subject to satisfactory job performance to SSMIC, participation in training relating SSMIC's business processes and servicing SSMIC's other line(s) of business.
- Business will be transacted from SSMIC's current headquarters in Vesper, Wisconsin and the merged company will continue operations at the current NHMIC office located in Iola for the foreseeable future.
- Various changes to the SSMIC's 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 NHMIC policyholders will occur immediately upon the consummation of the Merger. However, effective on the first renewal or anniversary date of each NHMIC policy following the effective date of the Merger, policies will be rewritten using SSMIC forms, rates, and underwriting guidelines.

A complete copy of the Agreement and Plan of Merger (and related exhibits) is available for your inspection at both the NHMIC and SSMIC 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.

**Seneca, Sigel Mutual Insurance Company**

Dawn Look, General Manager  
6541 Cameron Avenue,  
P.O. Box 27  
Vesper, WI 54489  
(715) 569-4775  
seneca@tds.net

**New Hope Mutual Insurance Company**

Dawn Johnson, Manager  
N11311 Cty Hwy P,  
Iola, WI 54945  
(715) 677-3833  
newhopemutual@wi-net.com

**MERGER OF  
NEW HOPE MUTUAL INSURANCE COMPANY  
WITH AND INTO  
SENECA, SIGEL MUTUAL INSURANCE COMPANY**

**OCTOBER 21, 2023, SPECIAL POLICYHOLDER MEETING –  
POLICYHOLDER RESOLUTION MAIL BALLOT**

**WHEREAS**, New Hope Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“NHMIC”), desires to effectuate a merger with and into Seneca, Sigel Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“SSMIC”), in accordance with Section 612.21 of the Wisconsin Statutes and pursuant to the Agreement and Plan of Merger, by and between NHMIC and SSMIC, in the form presented to the members of NHMIC in connection with this Special Meeting of the members, whereby the separate existence of NHMIC shall cease and SSMIC 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 of NHMIC with and into SSMIC, and the ability to inquire of the Board of Directors regarding the same, the members of NHMIC 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:**

New Hope Mutual Insurance Company Policy #: \_\_\_\_\_

Member: \_\_\_\_\_  
(Print Name)

Member's Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**NOTE: This ballot must be received by October 20, 2023, for your vote to be counted. Ballots can be returned via email to [newhopemutual@wi-net.com](mailto:newhopemutual@wi-net.com) or via mail in the envelope enclosed. You may also attend the meeting and vote in person. While not required, if you know you plan to attend the special meeting, it would be helpful for our planning purposes if you could RSVP by phone at (715) 677-3833 or email at [newhopemutual@wi-net.com](mailto:newhopemutual@wi-net.com) by October 11, 2023.**