

**MERGER**

**of**

**HENRIETTA, GREENWOOD & UNION MUTUAL FIRE INSURANCE COMPANY**

**with and into**

**RIVER VALLEY MUTUAL INSURANCE COMPANY**

**PROPOSED AMENDED NOTICE TO POLICYHOLDERS OF SPECIAL MEETING -  
RVMIC**

*Filed with the Wisconsin Office of the Commissioner of Insurance*

**November 20, 2023**

[River Valley Letterhead]

November [\_\_\_], 2023

TO: All Policyholders of River Valley Mutual Insurance Company

RE: **Amended** Notice of Special Policyholder Meeting – December 12, 2023 – Merger with Henrietta, Greenwood & Union Mutual Fire Company and conversion to Chapter 611 mutual insurance company

*This amended notice of special meeting is provided to the policyholders of River Valley Mutual Insurance Company (the “Company”), and replaces the notice originally provided on November [\_\_\_], 2023. Since the original notice was provided, Henrietta, Greenwood & Union Mutual Fire Insurance Company (“Henrietta”) has approached River Valley about merging with and into the Company and jointly converting into a Chapter 611 mutual insurance company. The Board of Directors of the Company has determined that the addition of Henrietta will result in a stronger, more geographically dispersed company better positioned to obtain reinsurance and serve the policyholders of the Constituent Corporations. Accordingly, policyholders of the Company will also be asked to approve the Merger with Henrietta at the Special Meeting.*

**\*\*\*NOTICE OF MERGER\*\*\***

**NOTICE IS HEREBY GIVEN THAT** a special meeting of the River Valley Mutual Insurance Company (the “Company”) policyholders will be held on **December 12, 2023, at 10:00 a.m.** at the Whitehall Golf & Pub, 36535 West Street, Whitehall, Wisconsin, to discuss and to vote on the proposed merger (the “Merger”) of Henrietta, Greenwood & Union Mutual Fire Insurance Company (“Henrietta”) with and into the Company, followed by a subsequent conversion (the “Conversion”), through consideration of the following resolutions:

**RESOLVED**, that after review of the Summary of the Agreement and Plan of Merger and/or the Agreement and Plan of Merger (collectively, the “Merger Documents”), and the ability to inquire of the Board of Directors of RVMIC regarding the same, the members of RVMIC hereby adopt and approve, in all material respects, the Merger pursuant to the Agreement and Plan of Merger substantially in the form made available to the members and authorize its Board of Directors to take any and all remaining actions necessary to effectuate the Merger.

The Board of Directors of the Company approved the Merger on November 20, 2023. The Merger was filed with the Wisconsin Office of the Commissioner of Insurance (the “OCI”) on November 20, 2023. The Board now recommends you vote “**YES**” on the policyholder resolutions to approve the Agreement and Plan of Merger. Members will also consider and vote upon any other matters that may properly come before the meeting, or any adjournments or postponements thereof.

**\*\*\*NOTICE OF CONVERSION\*\*\***

**NOTICE IS HEREBY GIVEN THAT** a special meeting of the River Valley Mutual Insurance Company (“River Valley”) policyholders will be held on **December 12, 2023, at 10:00 a.m.** at the Whitehall Golf & Pub, 36535 West Street, Whitehall, Wisconsin, to discuss and to vote on the proposed conversion (the “Conversion”) of River Valley, together with Ashland County Town Insurance Company (“Ashland County”), Darlington Mutual Insurance Company (“Darlington”), Liberty Mutual Fire Insurance Company (“Liberty Mutual”), Price County Town Mutual Insurance Company (“Price County”), River Falls Mutual Insurance Company (“River Falls”), and Stockholm Town Mutual Insurance Company (“Stockholm Town Mutual”, and together with River Valley, Ashland County, Darlington, Liberty Mutual, Price County, and River Falls, the “Constituent Corporations”), each a separate town mutual insurance corporation organized under Chapter 612 of the Wisconsin Statutes, into a single mutual insurance corporation organized under Chapter 611 of the Wisconsin Statutes whereby the separate existence of Ashland County, Darlington, Liberty Mutual, Price County, River Falls, and Stockholm Town Mutual shall thereupon cease and River Valley shall continue as the surviving company under Chapter 611 of the Wisconsin Statutes (at times referred to herein as the “Converted Corporation”) through consideration of the following resolution:

**RESOLVED**, that after review of the Summary of the Agreement and Plan of Conversion and/or the Agreement and Plan of Conversion (collectively, the “Conversion Documents”), and the ability to inquire of the Board of Directors of River Valley regarding the same, the members of River Valley hereby (i) adopt and approve, in all material respects, the Conversion pursuant to the Agreement and Plan of Conversion substantially in the form made available to the members, including the amended and restated articles of incorporation and bylaws of River Valley and the election of the proposed directors of the Board of Directors of the Converted Corporation as set forth in the Conversion Documents and (ii) authorize its Board of Directors to take any and all remaining actions necessary to effectuate the Conversion.

The Board of Directors of River Valley approved the Conversion pursuant to the terms and conditions of the Agreement and Plan of Conversion on October 9, 2023. The Board now recommends that you vote “**YES**” on the policyholder resolution to approve the Conversion pursuant to the Agreement and Plan of Conversion. Members will also consider and vote upon any matters as may properly come before the meeting or any adjournments or postponements thereof.

\*\*\*

All of the Company’s policyholders have a right to vote on the Merger and Conversion under Wis. Stat. § 612.12. Policyholders may cast their vote in person at the special meeting. Enclosed with this correspondence is a Summary of the Agreement and Plan of Merger for your review prior to the Special Meeting. You were previously provided with the Summary of the Agreement and Plan of Conversion along with the original Notice of Special Meeting sent on November [\_\_\_], 2023.

Complete copies of the Agreement and Plan of Merger and Agreement and Plan of Conversion are available for your inspection, if you wish, during business hours at the Company office. You may also contact us by phone at (715) 538-2123 or email at paul@rivervalley mutual.com, if you prefer that we email or mail you the meeting materials or a paper copy of the Agreement Plan of Merger. Please call if you have any questions about the Conversion or the special meeting.

**Your vote is important, and we hope to see you at the special meeting on December 12, 2023, at 10:00 a.m. at the Whitehall Gulf & Pub in Whitehall, Wisconsin. Please RSVP to the office to confirm that you will be attending the Special Meeting.**