

MERGER

of

HENRIETTA, GREENWOOD & UNION MUTUAL FIRE INSURANCE COMPANY

with and into

RIVER VALLEY MUTUAL INSURANCE COMPANY

REPORT OF SPECIAL MEETING OF THE MEMBERS OF HENRIETTA

Filed with the Wisconsin Office of the Commissioner of Insurance

November 20, 2023

**REPORT OF SPECIAL MEETING OF THE MEMBERS
FOR THE PURPOSE OF VOTING ON THE MERGER OF
HENRIETTA, GREENWOOD & UNION MUTUAL FIRE INSURANCE COMPANY
WITH AND INTO
RIVER VALLEY MUTUAL INSURANCE COMPANY**

December 16, 2023

Henrietta, Greenwood & Union Mutual Fire Insurance Company (“Henrietta”) 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 December 16, 2023 at 9:00 a.m. at the Yuba Community Center, 22110 Main Street, Yuba, Wisconsin (the “Special Meeting”) to discuss and to vote on the proposed merger (the “Merger”) of Henrietta with and into River Valley Mutual Insurance Company (“RVMIC”).

On November [___], 2023, the members of Henrietta were mailed (i) the Notice of the Special Meeting in the form attached hereto as Exhibit A (the “Member Notice”) and (ii) a summary of the Plan of Merger between Henrietta and RVMIC (which was approved by the Board of Directors of Henrietta on November 19, 2023 and by the OCI on November [___], 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 9:00 a.m. on December 16, 2023 or attend the Special Meeting and vote in person.

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

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 Henrietta regarding the same, the members of Henrietta 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, including (i) the articles of incorporation and bylaws of RVMIC; (ii) the election of the proposed directors of the Board of Directors of RVMIC as set forth in the Merger Documents and (iii) the adoption of the: (1) Windstorm or Hail Deductible Endorsement; (2) Roof Limitation Endorsement; (3) Cosmetic Damage Exclusion Endorsement; (4) Personal Property Extension Endorsement; and (5) Exclusion of Mismatched Property That Is Undamaged Endorsement on all current Henrietta policies effective January 1, 2024, and authorize its Board of Directors to take any and all remaining actions necessary to effectuate the Merger.

[___] members of Henrietta were entitled to vote at the Special Meeting. Of the [___] members of Henrietta who voted on the resolution, [___] voted in favor of adoption and [___] members voted against adoption. [___] members voted in person at the Special Meeting; [___] voted in favor of adoption and [___] members voted against adoption. [___] members voted by mail; [___] voted in favor of adoption and [___] members voted against adoption.

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

Dated this ____ day of November, 2023.

HENRIETTA, GREENWOOD & UNION MUTUAL FIRE
INSURANCE COMPANY

By: _____
Scott Sebranek, President

Attest:

Name: Sharon Laubscher, Secretary

EXHIBIT A
MEMBER NOTICE

See attached.