

MERGER OF
SPRING GROVE MUTUAL INSURANCE COMPANY
WITH AND INTO
LA PRAIRIE MUTUAL INSURANCE COMPANY

PROPOSED NOTICE OF SPECIAL POLICYHOLDER MEETING - SGMIC

Filed with the Wisconsin Office of the Commissioner of Insurance

October 16, 2023

[SGMIC Letterhead]

[●], 2023

TO: All Policyholders of Spring Grove Mutual Insurance Company

RE: Notice of Special Policyholder Meeting – [●], 2023 – Merger with La Prairie Mutual Insurance Company

NOTICE IS HEREBY GIVEN THAT a special meeting of the Spring Grove Mutual Insurance Company (“SGMIC”) policyholders will be held on [●], 2023, at [●] p.m. at [●]¹, Wisconsin, to discuss and to vote on the proposed merger of SGMIC with and into La Prairie Mutual Insurance Company (“LPMIC”) (the “Merger”) pursuant to the Agreement and Plan of Merger, dated October 12, 2023 by and between SGMIC and LPMIC (the “Agreement and Plan of Merger”) through consideration of the following resolution:

RESOLVED, that after review of the Summary of the Plan of Merger and/or the Agreement and Plan of Merger with respect to the merger of SGMIC with and into LPMIC, and the ability to inquire of the Board of Directors of SGMIC regarding the same, the members of SGMIC hereby adopt and approve 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 remaining actions necessary to effectuate such merger.

The Board of Directors of SGMIC 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 SGMIC 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 [●], 2023.**

The Agreement and Plan of Merger was filed by both companies with the Office of the Commissioner of Insurance on October 16, 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 [●], 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 SGMIC or LPMIC. You may also contact us by phone at (608) 897-2148 or email at info@sgrovemental.com by [●], 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.

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 [●], 2023 at [●] [a.m./p.m.] at [●], Wisconsin.

Please note, all mailed ballots must be returned by [●], 2023, at [●] p.m. Please be sure to return your ballot by mail (in the enclosed envelope) or by email to [●]. You may also vote in person at the special meeting.

¹ NTD: To be finalized prior to policyholder mailing.