

**MERGER OF
TRI-COUNTY MUTUAL TOWN INSURANCE COMPANY
WITH AND INTO
MT. MORRIS MUTUAL INSURANCE COMPANY**

REPORT OF SPECIAL MEETING OF THE MEMBERS – TCMTIC

Filed with the Wisconsin Office of the Commissioner of Insurance

September 6, 2023

**REPORT OF SPECIAL MEETING OF THE MEMBERS
FOR THE PURPOSE OF VOTING ON THE MERGER OF
TRI-COUNTY MUTUAL TOWN INSURANCE COMPANY
INTO
MT. MORRIS MUTUAL INSURANCE COMPANY**

October [●], 2023

Tri-County Mutual Town Insurance Company (“TCMTIC”) 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 27, 2023 at 2:00 p.m. at the Company’s office located at 7865 US HWY 2 Iron River, WI 54847 to discuss and to vote on the proposed merger (the “Merger”)of TCMTIC with and into Mt. Morris Mutual Insurance Company (“MMIC”) (the “Special Meeting”).

On [●], 2023, the members of TCMTIC 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 TCMTIC and MMIC (which was approved by the Board of Directors of TCMTIC on August 24, 2023 and by the OCI on [●], 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 2:00 p.m. on October 27, 2023, or to appear at the Special Meeting and vote in person.

At the Special Meeting, and following the members of TCMTIC review of the Merger Materials and the opportunity to ask questions of the respective designated representatives of TCMTIC and MMIC relating to the Merger, the following resolution was adopted by the members of TCMTIC:

RESOLVED, that after review of the Summary of the Plan of Merger and/or the Agreement and Plan of Merger of TCMTIC with and into MMIC, and the ability to inquire of the Board of Directors regarding the same, the members of TCMTIC hereby adopt and approve in all material respects the Merger pursuant to the Agreement and Plan of Merger and authorize its Board of Directors to take any remaining actions necessary to effectuate the Merger.

[●] members of TCMTIC were entitled to vote at the Special Meeting. Of the [●] members of TCMTIC who voted on the resolution, [●] voted in favor of adoption and [●] members vote against adoption. Of the members voting in in person, [●] voted in favor of adoption and [●] members vote against adoption. Of the members voting by Mail Ballot, [●] voted in favor of adoption and [●] members vote against adoption.

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

Dated this _____ day of October, 2023.

TRI-COUNTY MUTUAL TOWN INSURANCE
COMPANY

By: _____
Debra Larson, President

Attest:

Name: Scott L. Ogren, Secretary

EXHIBIT A
MEMBER NOTICE

See attached.