

WEST BEND MUTUAL INSURANCE COMPANY

Mutual Holding Company Conversion Plan Summary

The Board of Directors of West Bend Mutual Insurance Company (“West Bend” or the “Company”) is proposing that West Bend change its organizational structure from a mutual insurance company to a mutual holding company-owned stock insurance company pursuant to a plan of mutual holding company conversion (the “Plan”). This document summarizes the Plan and certain of its most important impacts on West Bend and West Bend’s policyholders, but is qualified by the Plan, its exhibits, and a Policyholder Information Statement. *You should review all of these materials before making a decision to vote.*

The Plan and all of its Exhibits, and the Policyholder Information Statement, are available online at [●]. You can also request an electronic copy be sent to your e-mail or a paper copy be mailed to you by calling [●] or sending an e-mail to [●] before [●], 2023. Please provide your policy number (indicated on the other side of this Proxy) in any e-mail.

Summary

Under the Plan, West Bend would convert to a stock insurer, to be re-named West Bend Insurance Company (“Converted West Bend”) and would become an indirect, wholly-owned subsidiary of the newly-organized mutual holding company. West Bend policyholders, who are currently the members of West Bend, would no longer be members of West Bend but would instead become members of the new mutual holding company, with comparable member rights. There would be no change in West Bend’s insurance policies (except that they would confer membership in the mutual holding company rather than West Bend), and those policies would remain obligations of Converted West Bend as a stock insurance company. The MHC Conversion would take place in accordance with the Plan, which has been approved by West Bend’s Board of Directors and which you and the other policyholders of West Bend are being asked to approve at the Special Meeting of Members (the “Special Meeting”), of which you are being notified in the Notice of Special Meeting of Members enclosed with this summary.

What Is a Mutual Holding Company?

A mutual insurance holding company is a legal entity organized under state law to serve as the parent company (*i.e.*, the controlling shareholder) of an insurance company that has been converted from a mutual company to a stock company, while retaining the mutuality of the overall enterprise. Mutual insurance holding companies have been permitted under the laws of Wisconsin and numerous other states as a means for a mutual insurance company to address certain disadvantages of the mutual insurance company organizational form by converting to a stock company, while still preserving policyholder ownership and control of the enterprise. Mutual insurance holding companies were first permitted under Wisconsin law in 1997.

How Will the MHC Conversion Take Place?

On or before the effective date of the MHC, West Bend will form a new Wisconsin mutual holding company known as West Bend Mutual Holding Company (“WB MHC”). It will also form a new intermediate stock holding company known as WBM Corporation (“WBMC”) as a direct wholly-owned subsidiary of WB MHC, to hold Converted West Bend (defined below).

On the Effective Date, West Bend will convert to, and continue its corporate existence as Converted West Bend, which will become a direct wholly-owned subsidiary of WBMC and an indirect wholly-owned subsidiary of WB MHC. The Voting Rights and Rights in Surplus of West Bend Policyholders will be extinguished and in exchange West Bend Policyholders will receive Voting Rights and Rights in Surplus in WB MHC.

Effects of the MHC Conversion on Policyholders

Currently, Members of West Bend have both contract rights as Policyholders of the Company and voting rights and rights in surplus as Members of the Company.

The principal contract right of Policyholders is the right to receive the type and amount of insurance coverage specified in a Policyholder's Policy (or Policies) in accordance with the terms and provisions thereof. On the Effective Date, the contract rights of a Policyholder will continue to flow between such Policyholder and Converted West Bend. Every Policy that has been issued by West Bend which is in force on the Effective Date will remain in force at the Effective Date and continue as a Policy of Converted West Bend. The premiums for the Policies will not be increased or otherwise changed as a result of the MHC Conversion.

At present, the voting rights of the Policyholders are the right to elect the directors of West Bend, the right to approve or disapprove proposed changes to the West Bend Articles of Incorporation, and the right to vote on any plan of conversion, voluntary dissolution or other matters as may be voted upon at an annual or special meeting of West Bend's members. Also at present, the rights in surplus of the Policyholders are the right to receive a *pro rata* share of consideration paid in the event of a demutualization of West Bend and the right to share in any distribution of the assets of West Bend remaining after all third party obligations of West Bend are satisfied in a voluntary or involuntary dissolution of West Bend. On the Effective Date, the voting rights and rights in surplus of the Policyholders of West Bend will be replaced with substantially similar voting rights and rights in surplus in WB MHC.

Conditions to the MHC Conversion

The completion of the MHC Conversion is subject to approval by the Wisconsin Commissioner of Insurance, the vote of at least three-fourths of the members of West Bend present and voting in person or by proxy at the Special Meeting, the receipt of opinions of counsel regarding tax and securities matters, and the issuance by the Wisconsin Commissioner of Insurance of a new certificate of authority to Converted West Bend and a certificate of incorporation to WB MHC.

Recommendation of the West Bend Board of Directors

West Bend's Board of Directors believes that the MHC Conversion of West Bend is desirable to enhance West Bend's ability to grow and respond to future needs, challenges, and opportunities in a rapidly changing insurance industry, while preserving mutuality and the ability to operate with a focus on the long-term interests of policyholders. Specifically, the Board of Directors believes the new mutual holding company structure will benefit West Bend and its policyholders by, among other things, (i) giving the Company the opportunity to pursue expansion through subsidiary companies while maintaining its mutuality, (ii) enhancing the Company's ability to acquire and grow ancillary or non-insurance businesses, (iii) giving the Company enhanced access to capital and other forms of financing, (iv) placing the Company in a more flexible position to take advantage of opportunities such as acquisitions of other mutual insurance companies, and (v) increasing the Company's competitiveness by enhancing efficiency, management, and financial flexibility. Accordingly, the Board of Directors of West Bend has *unanimously* approved the Plan and the transactions contemplated thereby and believes that the MHC Conversion is fair and equitable to West Bend's Policyholders and will benefit West Bend and its Policyholders. The Board of Directors *unanimously* recommends a vote FOR approval of the Plan and the transactions contemplated thereby.