

**CONSOLIDATION AND CONVERSION OF  
BARABOO MUTUAL INSURANCE COMPANY  
AND  
REEDSBURG WESTFIELD MUTUAL INSURANCE COMPANY  
INTO ONE CHAPTER 611 MUTUAL INSURANCE COMPANY  
UNDER THE NAME OF  
REEDSBURG WESTFIELD MUTUAL INSURANCE COMPANY**

**PROPOSED POLICYHOLDER RESOLUTION BALLOT  
[NAME OF MUTUAL]  
(IN-PERSON)**

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

**October [●], 2023**

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INTO ONE CHAPTER 611 MUTUAL INSURANCE COMPANY  
UNDER THE NAME OF  
REEDSBURG WESTFIELD MUTUAL INSURANCE COMPANY  
[•], 2023, SPECIAL POLICYHOLDER MEETING –  
POLICYHOLDER RESOLUTION BALLOT**

**WHEREAS**, Baraboo Mutual Insurance Company (“BMIC”) and Reedsburg-Westfield Mutual Insurance Company (“RWMIC”) intend to effectuate a consolidation and conversion of BMIC with and into RWMIC in accordance with Section 612.23 of the Wisconsin Statutes and pursuant to that certain Agreement and Plan of Conversion by and between RWMIC and BMIC dated October 18, 2023 (the “Plan”), in the form submitted to the respective policyholders of RWMIC and BMIC, whereby the separate existence of BMIC shall cease and RWMIC shall continue as the surviving company (the combination of the two companies is the “Consolidation,” and the combined company after the Consolidation is the “Surviving Company”); and

**WHEREAS**, under Section 612.23 of the Wisconsin Statutes, the Surviving Company shall convert into a Section 611 mutual insurance company on the closing date of the Consolidation (the “Conversion,” and the combination of the Consolidation and the Conversion under Section 612.23 is the “Conversion Transaction”); and

**WHEREAS**, the Conversion Transaction is intended to facilitate the affiliation (the “Affiliation”) of the Surviving Company with Mt. Morris Mutual Insurance Company, a Wisconsin domestic mutual insurance corporation (“Mt. Morris”), in accordance with the terms of that certain affiliation agreement (the “Affiliation Agreement”) by and between RWMIC and Mt. Morris, pursuant to which the Surviving Company shall (i) nominate and elect certain designees of Mt. Morris to its Board of Directors, (ii) amend and restate its articles of incorporation and bylaws, (iii) enter into a reinsurance pooling agreement, reinsurance allocation agreement, and management agreement, and (iv) otherwise affiliate with Mt. Morris pursuant to the terms and conditions of the Affiliation Agreement; and

**NOW THEREFORE, BE IT RESOLVED, RESOLVED**, that after review and discussion of the Conversion Transaction pursuant to the Plan, the members of [**BMIC/RWMIC**] hereby adopt and approve the Conversion Transaction pursuant to the Plan and authorize [**BMIC/RWMIC**]’s Board of Directors and officers to take any remaining actions necessary to effectuate the Conversion Transaction; and

**BE IT FURTHER RESOLVED**, the articles of incorporation and bylaws of the Surviving Company shall be amended and restated in the form presented to the members, effective as of January 1, 2024; and

**BE IT FURTHER RESOLVED**, the following individuals shall be elected as directors of the Board of Directors of the Surviving Company effective as of January 1, 2024: Daniel Fenske, Greg Gonnering, Connie Weber, Danielle Loeffler, Blake Frederick, Shea Geffert, Steve Muchow, Rebecca Klitzke, and Kurt Lehman.

**Should these policyholder resolutions be approved?**

*(Select only one)*

**YES**

**NO**

[**BMIC/RWMIC**] Policy #: \_\_\_\_\_

Member: \_\_\_\_\_  
(Print Name)

Member's Signature: \_\_\_\_\_

Date: \_\_\_\_\_